

STATE OF ALABAMA)
)
SHELBY COUNTY)

ARTICLES OF INCORPORATION OF THE
GEOGRAPHICAL & ENVIRONMENTAL DATA SERVICES, INC.
A CLOSE CORPORATION

Article 1: The name of the corporation is: Geographical & Environmental Data Services, Inc.

Article 2: The corporation has authority to issue not more than ten-thousand (10,000) shares of common stock that together have unlimited voting rights and that together are entitled to receive the net assets of the corporation upon dissolution. The shares shall be without par value.

Article 3: The street address of the initial registered office of the corporation is: 5310 South Shades Crest Road, Bessemer, Alabama 35023, Shelby County, State of Alabama, and the name of its initial registered agent at that office is: William Steven Bedsole.

Article 4: The names and addresses of each incorporator are:

William Steven Bedsole	5310 South Shades Crest Road Bessemer, Alabama 35023
------------------------	---

Article 5: The names and addresses of the individuals who are to serve as the initial directors are:

William Steven Bedsole	5310 South Shades Crest Road Bessemer, Alabama 35023
------------------------	---

John P. Johnstone	521 Liberty Road Chelsea, Alabama 35043
-------------------	--

Article 6: The purpose for which the corporation is organized is to: collect, develop and otherwise prepare geographical and environmental data, to buy, sell, distribute the same for sale, and provide consulting services; and to transact any and all lawful business

03/11/1996-07873
09:40 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 90.00

Inst # 1996-07873

for which corporations may be incorporated under the Alabama Business Corporation Act.

Article 7: The holders of shares shall not be entitled as a matter of right to acquire proportional amounts of unissued or treasury shares, if any, of the corporation, or any securities convertible into, or carrying a right to subscribe for or acquire, any such shares, in accordance with the terms and conditions of the Alabama Business Corporation Act.

Article 8: The corporation is a "close" corporation as authorized under the Alabama Business Corporation Act, Alabama Code Section 10-2A-301.

Article 9: All of the issued shares of all classes shall be subject to one or more transfers on restrictions permitted by Ala. Code Section 10-2A-301(a)(2) and any other relevant provision of the Alabama Business Corporation Act.


Article 10: Each certificate for shares shall conspicuously note the fact that the corporation is a close corporation and make reference to the restriction on transfer of shares set forth in these articles of incorporation.

Article 11: For purposes of determining the number of holders of record of the stock of a close corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one shareholder.

Article 12: All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than a specified number of persons, not exceeding thirty (30).

Article 13: The formation of the corporation as a close corporation has been authorized by the affirmative vote of all holders of and /or subscribers to shares. Each certificate for shares will conspicuously note that the corporation is a close corporation and will make reference to the restrictions on transfer referenced herein and outlined in the agreement entitled "Shareholder Agreement As to Stock Transfer Restrictions."

IN WITNESS THEREOF, the undersigned incorporators have executed these Articles of Incorporation, on this, the 9 day of March, 1996.



William Steven Bedsole
5310 South Shades Crest Road
Bessemer, Alabama 35023

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Geographical & Environmental Data Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Carl Watts, 1212 Rumson Drive, Hoover, AL 35226 for a period of one hundred twenty days beginning February 26, 1996 and expiring June 26, 1996.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 26, 1996

Date

Jim Bennett

Jim Bennett

Secretary of State



Inst # 1996-07873

03/11/1996-07873
09:40 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 HCD 90.00