

ACTION OF BOARD OF DIRECTORS OF

Geographic Solutions, Inc.

TAKEN BY UNANIMOUS WRITTEN CONSENT

WITHOUT A MEETING

The undersigned, all the directors of Geographic Solutions, Inc., a Florida corporation, acting by unanimous written consent without a meeting pursuant to Florida Statute 607.0205(2) and 607.0821 and Section 3.13 of Article III of the bylaws of the corporation, consent to their election as directors and accept the resignation of the incorporator(s).

The Articles of Incorporation were filed in the office of the Florida Secretary of State on January 03, 1994. The state tax and other fees incident to the filing thereof have been paid. Attached is a certified copy of the Articles of Incorporation. (Exhibit A) The Board of Directors by Resolution orders that said copy be inserted in the corporation's minute book.

The corporation is required by statute to designate an agent for service of process in the State of Florida. Paul Toomey has been designated as that agent in the corporation's articles filed with the Secretary of State. The Board of Directors adopts the following resolution:

RESOLVED, that Paul Toomey, a resident of Florida, whose address is 12000 4th Street North, Apartment 31, St. Petersburg, Florida 33716, is appointed as this corporation's agent for service of process in Florida as required by Florida Statute 607.0501(1).

Attached is a copy of the corporation's bylaws, as adopted by the incorporator (Exhibit B). The following resolutions are adopted:

RESOLVED, that the bylaws adopted by the incorporator of this corporation are approved; and

RESOLVED FURTHER, that the secretary of this corporation is authorized and directed to execute a certificate of the adoption of those bylaws, to insert those bylaws as so certified in the minute book of this corporation, and to cause a copy of those bylaws, as they may be amended from time to time, to be kept and maintained at the principal executive office or business office in Florida, in accordance with Florida Statute 607.0841.

The Board of Directors, by resolution, declares the following persons elected to the offices set opposite their respective names, to hold such offices until their successors shall be duly elected and qualified:

<u>Office</u>	<u>Name</u>
President	Paul Toomey
Vice President	
Secretary	Paul Toomey
Chief Financial Officer	

The Board of Directors adopts the following resolution authorizing the chief financial officer to act as the corporation's treasurer:

RESOLVED, that for purposes of giving any reports or executing any documents requiring the signature of the "treasurer", the chief financial officer is deemed to be also the treasurer of this corporation.

The Board of Directors adopts the following organizational resolutions:

RESOLVED, that the corporate officers are hereby directed to prepare and file with the Florida Secretary of State the Information Statement as required by the Florida Corporations Code; and

RESOLVED, that the President of the Corporation is hereby authorized and directed to complete, execute, and file or to have completed, executed and filed the "Application for Employer Identification Number" (Federal Form SS-4.)

RESOLVED, that the seal made in accordance with the bylaws relating thereto, an impression of which is made on the margin of these Minutes, be and the same hereby is, adopted as the seal of this corporation; and

RESOLVED, that the proposed form of stock certificate presented in Exhibit C is hereby adopted as the form of stock certificate for the common stock of this corporation, and a specimen of such stock certificate shall be inserted in the minute book of the corporation; and

RESOLVED, that 12000 4th Street North, Apartment 31, St. Petersburg, Florida 33716 be, and the same hereby is, designated and fixed as the principal executive office in Florida for the transaction of the business of this corporation, and

RESOLVED, that the first fiscal year of this corporation shall commence on its date of incorporation as set forth above, and shall end on the next succeeding December 31, and thereafter each subsequent fiscal year of the corporation shall end on the day and month set forth above, in the respective year; and

RESOLVED, that this corporation shall establish one or more deposit accounts in its name at the banking institution named below, that the corporation's president and secretary shall act on behalf of the corporation in establishing such an account or accounts on terms and conditions as agreed on with the bank, and that the corporation's employment taxes trust fund, if any, shall be deposited in an account at that bank, as follows:

(Bank)

RESOLVED, that the president and secretary, acting together, are authorized to designate as depositories of this corporation's funds one or more other banks, trust companies, or other financial institutions, and to open, keep, and close general and special accounts in such depositories.

RESOLVED, that any officer of the corporation is authorized to endorse checks, drafts, or other evidences of indebtedness made payable to the corporation, but only for the purpose of deposit; and

RESOLVED, that all checks, drafts, and other instruments obligating the corporation to pay money, including instruments payable to officers or other persons authorized to sign them, shall be signed on the corporation's behalf by Paul Toomey; and

RESOLVED, that the Secretary is authorized to issue a Certificate of Adoption of Resolution authorizing the opening of the bank account at in form of Exhibit D; and

RESOLVED, that the chief financial officer is authorized and directed to pay the expenses of incorporation and organization and to reimburse the persons advancing funds to the corporation for this purpose.

The Board notes that the corporation is a small business corporation as defined in Section 1244(c)(3)(A) of the Internal Revenue Code of 1986. The following resolutions are hereby adopted:

RESOLVED, that this corporation, intending to qualify its common stock for treatment under Section 1244 of the Internal Revenue Code, plans that its total equity capital and paid-in surplus shall not in any event exceed \$1,000,000.00, that it shall be mainly an operating company, with less than 50 percent of its gross receipts coming from passive sources (royalties, rents, dividends, interest, annuities, and sales or exchanges of stock or securities), and that it shall conform in all other respects to the requirements necessary to qualify its common stock for treatment under Section 1244 of the Internal Revenue Code.

RESOLVED FURTHER, that the secretary of this corporation is authorized and directed to keep all records, prepare all reports and returns, and take all other steps necessary to qualify this corporation's common stock for treatment under Section 1244 of the Internal Revenue Code.

Regarding the issuance of shares, the Board of Directors makes the following resolutions:

RESOLVED, that the corporation is hereby authorized to issue, in reliance upon the exemptions contained in Regulation D promulgated under Sections 3(b) and 4(2) of the Securities Act of 1933, as amended, and Florida Statute 517.061(11)(a), as amended, to the proposed issuee named below the number of shares of no par value common stock for the consideration with the stated value below indicated:

<u>Issuee</u>	<u>Number of Shares</u>	<u>Description of Consideration</u>	<u>Stated Value</u>
Paul Toomey	1,000	\$400.00	\$400.00

RESOLVED FURTHER, that the shares to be issued are intended, if and to the extent possible, to be shares of small business stock so as to qualify for ordinary loss deduction treatment under Section 1244 of the Internal Revenue Code of 1986, as amended, and under comparable laws, if any, of the state of residence of the proposed issuee; and

RESOLVED FURTHER, that the President and Secretary are hereby authorized and instructed to sell and issue to the above issuee the number of shares of common stock indicated above upon receipt of the stated value indicated for such shares; and

RESOLVED FURTHER, that the officers of the corporation are authorized, empowered, and directed to take all actions that may be necessary and proper for this

corporation to issue and sell the above-listed shares to the persons named, in accordance with applicable laws, and that those actions shall include, where necessary:

(a) filing with the Department of Banking and Finance Division of Securities an appropriate notice under Florida Statute 517.061(11)(a) or obtaining qualification of the offer and sale of such shares;

(b) doing all acts that may be necessary under the federal securities laws and the securities laws of any other state, including, if advised by legal counsel preparing, verifying and filing or causing to be prepared, verified and filed on behalf of the corporation, with the Securities and Exchange Commission five copies of a Notice of Sales of Securities (Form D) not later than fifteen (15) days after the sale and issuance of the shares of common stock described above and at such other times as are required by Rule 503 of Regulation D in order to establish the applicability of one of the exemptions provided by Regulation D for such sale and issuance; and

(c) doing all acts necessary to expedite these transactions or conform them, or any of them, to the requirements of any applicable law, ruling, or regulation.

RESOLVED FURTHER, that each of the officers of this corporation is hereby authorized and directed to execute all documents and to take any other action necessary or advisable to carry out the purposes of this resolution.

The undersigned being all of the directors of Geographic Solutions, Inc. unanimously consent to the foregoing actions without a meeting.

Dated: 1/3/94



Paul Toomey
Director