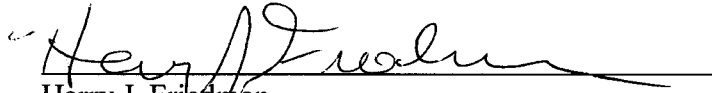


**ACTION BY WRITTEN CONSENT
FOR THE ORGANIZATIONAL
MEETING OF THE SOLE INCORPORATOR
OF
THE MAPSERVER FOUNDATION**

Effective as of November 14, 2005

The undersigned, constituting the sole incorporator of The MapServer Foundation, a Delaware nonprofit corporation (the "Corporation"), by written consent, pursuant to the authority contained in Section 108(c) of the General Corporation Law of the State of Delaware, without the formality of convening a meeting, hereby adopts and approves the following resolutions:

RESOLVED, that Gary Lang be, and he hereby is, elected as the sole initial director of the Corporation, to serve until his successors are elected and qualified or until his earlier resignation or removal.


Harry J. Friedman

**CONSTITUTING THE SOLE INCORPORATOR
OF THE MAPSERVER FOUNDATION**