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February 13, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Astro Tech Race Team, Inc.;
Our File No.: JHE-5609

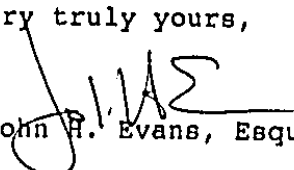
Dear Sir or Madam:

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-02/15/96--01016--007
*****70.00 *****70.00

Enclosed find the original and one copy of the Articles of Incorporation for the above-captioned corporation, together with our check in the amount of \$70.00 to cover your filing fees. Please stamp the copy of the Articles with the date received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


John H. Evans, Esquire

JHE/cc
Enclosure: As stated
cc: Mr. Jim LaCoy

FILED
96 FEB 16 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2-20-96

ASTRO TECH RACE TEAM, INC.
A FLORIDA NOT-FOR PROFIT CORPORATION

FILED

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation under Florida law.

1. NAME. The name of the corporation is ASTRO TECH RACE TEAM, INC.

2. TERM. This corporation shall exist perpetually.

3. PURPOSES. (a) The purpose for which this corporation is organized is to support and raise funds for the students at Astronaut High School, Titusville, Florida, involved with building the race car and competing in the GreatRace, Ltd.

(b) This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. On the dissolution of this corporation, the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, education, religious or scientific purposes.

4. MEMBERS. The qualifications for and manner of admission of members shall be regulated by the bylaws.

5. CORPORATION'S REGISTERED OFFICE AND PRINCIPAL OFFICE. The registered office and principal office for the corporation shall be the same. The initial registered and principal office shall be 102 S. Singleton Avenue, Titusville, Florida 32796 and the corporation's initial registered agent at that office shall be Jim LaCoy.

6. DIRECTORS. The corporation shall have three directors initially. The number of directors may be changed from time to time in the bylaws. The manner in which the directors of the corporation are elected shall be in accordance with the provisions of the bylaws for the corporation. The name and address of each person who is to serve as an initial director is:

Jim LaCoy
102 S. Singleton Ave.
Titusville, FL 32796

Lee Dodd
1785 Cowan Drive
Titusville, FL 32796

Angie Easley
1713 Ford Rd.
Mims, FL 32754

7. INCORPORATOR. The name and address of the incorporator is: Angie Easley, 1713 Ford Rd., Mims, FL 32754.

8. BYLAWS. The bylaws of the corporation shall be adopted by the board of directors.

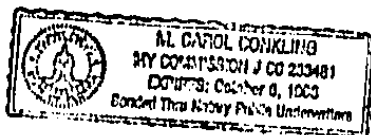
DATED on this 13th day of February, 1996

Angie Easley
Angie Easley, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Angie Easley, to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same. She is personally known to me and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of February, 1996.



M. Carol Conkling
Notary Public
M. CAROL CONKLING
Print or Type Name

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

JIM LACOY
JIM LACOY, Registered Agent