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June 3, 2002

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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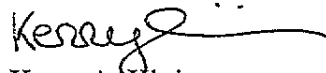
Re: Articles of Organization for Spaceport Technology & Engineering Services, L.L.C.

Dear Sir or Madam:

Attached please find the following: 1) Articles of Organization for Spaceport Technology & Engineering Services, L.L.C., 2) \$100.00 filing fee for the Articles of Organization, 3) \$25.00 for the Designation of the Registered Agent, and 4) \$30.00 fee for a certified copy. If you have any questions, please do not hesitate to contact us.

Thank you for your time and assistance in this matter.

Sincerely,


Kerry A. Kinirons
Law Clerk

Enclosures

FILED
02 JUN 19 PM
SECTION OF
TALLAHASSEE, FL

W02-16672
FAL

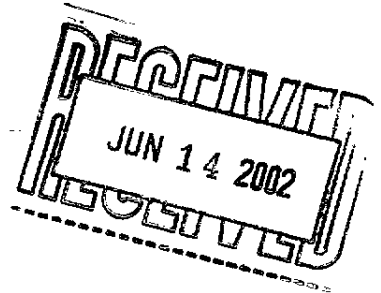


FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 7, 2002

PILIERO, MAZZA & PARGAMENT, PLLC
888 17TH STREET, N.W. SUITE 1100
WASHINGTON, DC 20006-3317

SUBJECT: SPACEPORT TECHNOLOGY & ENGINEERING SERVICES, L.L.C.
Ref. Number: W02000016692



We have received your document for SPACEPORT TECHNOLOGY & ENGINEERING SERVICES, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 202A00037902

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02 JUN 19 PM 2:33
STATE OF FLORIDA
TALLAHASSEE

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June 18, 2002

DANIEL J. PILIERO II
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VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
JUN 19 PM 2:33
STATE OF FLORIDA
TALLAHASSEE

Re: Articles of Organization for Spaceport Technology & Engineering Service, L.L.C.

Dear Sir or Madam:

Enclosed please find the following: 1) the amended Articles of Organization for Spaceport Technology & Engineering Services, L.L.C., 2) a copy of your letter dated June 7, 2002 regarding the required corrections to the Articles. As per your request, the Articles were amended to include the consent of the Registered Agent. If you have any questions, please do not hesitate to contact us.

Thank you for your time and assistance in this matter.

Sincerely,



Kerry A. Kinirons
Law Clerk

**ARTICLES OF ORGANIZATION
FOR SPACEPORT TECHNOLOGY & ENGINEERING SERVICES, L.L.C.**

ARTICLE I - NAME

The name of the Limited Liability Company is SPACEPORT TECHNOLOGY & ENGINEERING SERVICES, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 720 Mullet Drive, Suite L, Cape Canaveral, FL 32920.

ARTICLE III - REGISTERED AGENT

The name of the registered agent is Richard S. Waldrop. The registered agent's Florida street address is 720 Mullet Drive, Suite L, Cape Canaveral, FL 32920.

ARTICLE IV - MANAGER-MANAGED COMPANY

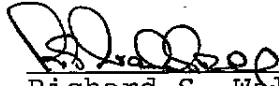
The Limited Liability Company is to be managed by one or more managers, therefore is a manager-managed company.


Signature of member

Bruce Adkins
Printed name of signee

Registered Agent's Consent

I, Richard S. Waldrop, hereby consent to my designation as registered agent for Spaceport Technology & Engineering Services, L.L.C.


Richard S. Waldrop
Registered Agent

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02 JUN 19 PM 2:33
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA