



THE UNITED STATES
CORPORATION
COMPANY

198000003071

00789-02744-01130-00074-00071

ACCOUNT NO. : 072100000032

REFERENCE : 054915 4656E

AUTHORIZATION :

Patricia P.

COST LIMIT : \$ ~~302.50~~ 337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 PM 3:20

ORDER DATE : December 7, 1998

ORDER TIME : 1:55 PM

ORDER NO. : 054915-005

CUSTOMER NO: 4656E

600002705346--5

CUSTOMER: Michele J. Turton, Legal Asst
GREENBERG TRAURIG HOFFMAN
GREENBERG TRAURIG HOFFMAN
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: INTERNATIONAL SPACE HOLDINGS,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

JK
12/7/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

CSC

RESUBMI

Please give original
submission date as file date

SUBJECT: INTERNATIONAL SPACE HOLDINGS, L.L.C.
Ref. Number: W98000027308

We have received your document for INTERNATIONAL SPACE HOLDINGS, L.L.C. and your check(s) totaling \$302.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

There is a balance due of \$35.00.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 198A00057806

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DIVISION OF CORPORATIONS

**STATE OF FLORIDA
ARTICLES OF ORGANIZATION
OF
INTERNATIONAL SPACE HOLDINGS, L.L.C.**

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These Articles of Organization of INTERNATIONAL SPACE HOLDINGS, L.L.C., a Florida limited liability company (the "Company"), dated as of the 3rd day of December, 1998, are being duly executed and filed by Doug Marcille, the organizer, authorized to form a limited liability company under the Florida Limited Liability Company Act (Chapter 608 of Florida Statutes) (the "Florida Act").

FIRST: The name of the limited liability Company is **INTERNATIONAL SPACE HOLDINGS, L.L.C.**

SECOND: The nature of the business to be transacted and the purposes to be promoted or carried out by the Company, is to engage in any lawful act or activity for which limited liability companies may be formed under the Florida Act, and by such statement all lawful acts and activities shall be within the purposes of the Company's business as permitted under the Florida Act.

THIRD: The Company is to be managed by the members (the "Members"). The name and address of the initial Members are Doug Marcille and Kermit Weeks at c/o Fantasy of Flight, 1400 Broadway Blvd., South East, Polk City, Florida 33868.

FOURTH: The duration of the Company shall be perpetual, and shall begin on the date these Articles of Organization are duly filed with the Secretary of State of the State of Florida.

FIFTH: The principle and mailing address of the Company is c/o Fantasy of Flight, 1400 Broadway Blvd., South East, Polk City, Florida 33868.

SIXTH: The Members of the Company (the "Members") by unanimous consent, may admit additional members as provided in that certain Limited Liability Company Operating Agreement dated as of December 7, 1998 (the "Operating Agreement").

SEVENTH: The remaining Member(s), if any, pursuant to the terms of the Operating Agreement, may elect to continue the Company's business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company.

EIGHTH: The Registered Agent and Registered Office for service of process is as follows:

Name: Corporation Service Company

Address: 1201 Hays Street, Tallahassee, Florida 32301-2607

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
as of the date first above written.

By: _____

Doug Marcille, Organizer

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 608.415 of the Florida Statutes, the following is submitted:

That **INTERNATIONAL SPACE HOLDINGS, L.L.C.** (the "Company"), desiring to organize a limited liability company under the laws of the State of Florida with its registered office, as indicated in the Articles of Organization filed even date herewith, at 1201 Hays Street, Tallahassee, Florida 32301-2607 has named the **CORPORATION SERVICE COMPANY** as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Company named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act and all other applicable laws, relative to the proper and complete performance of my duties as registered agent.

Date: DEC. 7, 1998

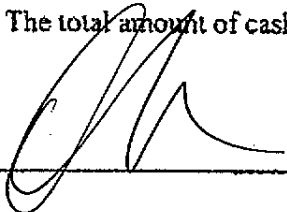
Laura R. Dunlap
Corporation Service Company, Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of
INTERNATIONAL SPACE HOLDINGS, L.L.C. certifies:

- (1) The above named limited liability company has at least one member;
- (2) The total amount of cash contributed by the members is: \$100;
- (3) If any, the agreed upon value of property other than cash contributed by members is \$0; and
- (4) The total amount of cash and property contributed and anticipated by members is: \$100.



(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Doug Marcille
Organizer

Filing Fee: \$250.00 for Articles and Affidavit