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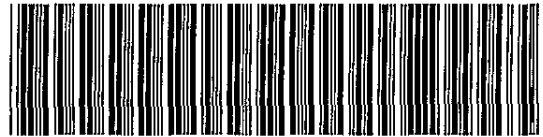
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D. WHITE NOV 22 2002



GRAY, HARRIS & ROBINSON, P.A.  
SUITE 600  
301 SOUTH BRONOUGH ST. (32301)  
P.O. BOX 11189  
TALLAHASSEE, FLORIDA 32302-318  
TEL. 850-222-7717  
TEL. 850-577-9090  
FAX 850-222-3494  
FAX 850-577-3311  
WEB grayharris.com

E-MAIL ADDRESS

November 22, 2002

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy of the Articles of Incorporation** for the following entity:

**MIRAXIS FOUNDATION, INC.**

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill W. May, Paralegal

/jwm  
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MIRAXIS FOUNDATION, INC.**

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HAVING THE DESIRE to extend the benefits of space-based technologies to all sectors of the populace, and recognizing the key leadership role played by the people of the State of Florida in pioneering space-based technologies, activities, and industries, the undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and adopts the following ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of the corporation shall be: MIRAXIS FOUNDATION, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

In particular, to support and encourage the use of satellite-based broadband telecommunications services by the general public, to include, without limitation, private individuals, businesses, and various charitable and/or not for profit organizations, to include, without limitation, primary educational institutions, academic institutions, medical institutions and facilities, humanitarian relief organizations, and Government agencies, for the benefit of the general public and the target populations and constituencies, and further, to educate the general public and various charitable and/or not for profit organizations concerning satellite-based broadband telecommunications services through the provision of educational materials, public forums, teaching clinics, technology demonstrations, and other services.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary

to the purposes and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (collectively, the "Code"); or (ii) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation or other remuneration shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it, as such, except as a reasonable allowance for services actually rendered to or for the corporation, or as a reimbursement for reasonable expenses incurred in support of the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

### ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Code; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

#### ARTICLE IV - MEMBERS

This corporation shall have no members.

#### ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VI - FIRST BOARD OF TRUSTEES

In accordance with Section 617.01401(2), *Florida Statutes*, the corporation hereby designates the group of persons to be vested with the management of the affairs of the corporation as the corporation's Board of Trustees. The number of persons constituting the corporation's first Board of Trustees shall be five (5), and the names and addresses of the persons who are to serve as the members of the corporation's first Board of Trustees, together with the duration of each of their initial term of office, are as follows:

<u>Name</u>	<u>Address</u>
Mr. Francis A. DiBello Through December 31, 2004	403 Brevard Avenue, Suite 1 Cocoa, Florida 32922
Mr. Jeffrey A. Leddy Through December 31, 2005	P.O. Box 921398 Norcross, Georgia 30010 <b>(A Miraxis Designee)</b>
Mr. Stephen Lee Morgan Through December 31, 2005	P.O. Box 372546 Satellite Beach, Florida 32937 <b>(A Miraxis Designee)</b>
Mr. John B. Mowell Through December 31, 2004	407 East Sixth Avenue Tallahassee, Florida 32315 <b>(A Miraxis Designee)</b>
Dr. Gregory J. Clark Through December 31, 2003	923 Fifth Avenue, Suite 7C New York, New York 10021

The initial Trustees shall serve the corporation until their successors are duly appointed and seated in accordance with the By-Laws. The number of Trustees may be either increased or

decreased at any time or from time to time in accordance with the By-Laws, but shall never be less than three (3). Trustees shall be elected as provided in the By-Laws, including the provisions with respect to the Miraxis Designees (as such term is defined in the By-Laws).

#### ARTICLE VII - BY-LAWS

The initial By-Laws shall be approved by a majority vote of the members of the first Board of Trustees, and thereafter may be altered, amended, repealed or rescinded by a majority vote of the Trustees at any annual meeting or duly called special meeting of the Board of Trustees.

#### ARTICLE VIII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

Any provision contained in these Articles of Incorporation may be amended, altered or rescinded at any time or from time to time by: (i) a majority vote of the Trustees at any annual meeting or duly called special meeting of the Board of Trustees, provided, however, that a majority of the Miraxis Designees concur with any such amendment, or (ii) any other manner provided by law.

#### ARTICLE IX - DISSOLUTION

This corporation may be liquidated or dissolved by: (i) a majority vote of the Trustees at any annual meeting or duly called special meeting of the Board of Trustees, provided, however, that a majority of the Miraxis Designees concur with any such action, or (ii) any other manner provided by law. Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Code. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

c/o Gray, Harris & Robinson, P.A.  
301 East Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the initial registered agent of this corporation shall be:

Michael E. Neukamm

ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE  
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:

Miraxis Foundation, Inc.  
c/o Florida Commercial Space Financing Corporation  
403 Brevard Avenue, Suite 1  
Cocoa, Florida 32922

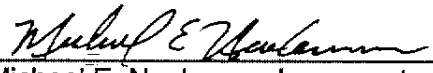
ARTICLE X - INCORPORATOR

Following is the name and street address of the incorporator signing these Articles of  
Incorporation:

Michael E. Neukamm  
Gray, Harris & Robinson, P.A.  
301 East Pine Street, Suite 1400  
Orlando, Florida 32801

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, I have set my hand and seal this 21<sup>st</sup> day of November,  
2002.

  
Michael E. Neukamm, Incorporator

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Articles of Incorporation of MIRAXIS  
FOUNDATION, INC., I hereby accept and agree to act in this capacity.

Dated: November 21, 2002.

  
Michael E. Neukamm

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TALLAHASSEE, FLORIDA  
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