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From:

Account Name : BAKER & HOSTETLER LLP
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FLORIDA NON-PROFIT CORPORATION

Argos Foundation, Inc.

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DAVE L. BAKER, D.D.
200 S. Orange Ave., Ste. 2300
Orlando, FL 32801
(407) 649-4000

**ARTICLES OF INCORPORATION
OF THE
ARGOS FOUNDATION, INC.**

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

In recognition of the heritage of excellence established by the development and use
of the international Argos Satellite System, the name of the corporation shall be the
"ARGOS 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 tracking and data
telemetry services and technologies, known as "mobile satellite services," by the general
public and various charitable and/or not for profit organizations, including, 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 such mobile
satellite services through the provision of educational materials, public forums, teaching
clinics, technology demonstrations, and other services and activities.

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

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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 shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it, except as a reasonable compensation or allowance for services actually rendered to or for 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

The number of persons constituting the Board of Trustees shall be up to seven (7) Trustees, and the names and addresses of the five (5) persons who are to serve as the members of the first Board of Trustees are as follows (with term ending following the Annual Meeting of the year indicated):

| <u>Name</u> | <u>Address</u> |
|--|---|
| Mr. Christophe Vassal Chairman CLS Representative (2006) | 8, rue Hermès 31526 Ramonville St. Agne France |
| Mr. Stephen Lee Morgan Vice Chairman NACLS Representative (2006) | 450 Rosedale Drive P.O. Box 372546 Satellite Beach, Florida 32937 USA |
| Mr. William Woodward SAI Representative (2006) | 1801 McCormick Drive, Suite 10 Largo, Maryland 20774 USA |
| Mr. Francis A. DiBello (2004) | 403 Brevard Avenue, Suite 1 Cocoa, Florida 32922 USA |
| Mr. Kirby D. Ikin (2005) | 1 Tregenna Close St. Ives 2075 New South Wales Australia |

The initial Trustees shall serve the corporation until their successors are duly appointed and seated in accordance with the Bylaws. The Board may appoint the remaining two (2) Trustees to the Board at any time during 2004. The number of Trustees may be either increased or decreased at any time or from time to time in accordance with the Bylaws, but shall never be less than three (3). Trustees shall be elected as provided in the Bylaws.

ARTICLE VII - BYLAWS

The initial Bylaws 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 super-majority (i.e., majority plus one) or majority vote of the Trustees, as may be specifically outlined in the Bylaws, 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, except that amendment of Articles VII, VIII or IX shall require a super-majority vote of the Board of Trustees, or (ii) any other manner provided by law.

ARTICLE IX - DISSOLUTION

This corporation may be liquidated or dissolved by: (i) a super-majority vote of the Trustees at any annual meeting or duly called special meeting of the Board of Trustees, 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:

450 Rosedale Drive
Satellite Beach, Florida 32937 USA

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

Mr. Gary W. Morgan

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

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

Office

Argos Foundation, Inc.
450 Rosedale Drive
Satellite Beach, Florida 32937

Mailing Address

Argos Foundation, Inc.
P.O. Box 265
Cape Canaveral, Florida 32920

ARTICLE X - INCORPORATOR

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

Stephen Lee Morgan
450 Rosedale Drive
P.O. Box 372546
Satellite Beach, Florida 32937

IN WITNESS WHEREOF, I have set my hand and seal this 22nd day of March
2004.


Stephen Lee Morgan, Incorporator

Mar-31-04

16:30

From-BAKER&HOSTETLER


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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

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

Dated: March 25 2004.


Gary W. Morgan
450 Rosedale Drive
Satellite Beach, Florida 32937

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