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May 11, 2004

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 **FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION,** along with a check in the amount of **$43.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** for the following entity:

ASTRONAUT SCHOLARSHIP FOUNDATION, INC.
Document Number: N04251

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,

Debbie Frost
Office Administratorl

/dyf
Enclosures

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FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ASTRONAUT SCHOLARSHIP FOUNDATION, INC.

Astronaut Scholarship Foundation, Inc. (the "Corporation"), a Florida not-for-profit corporation, was formed on or about July 19, 1984. On April 30, 2004, the Corporation's Board of Directors adopted all of the amendments to the Corporations' Articles of Incorporation as set forth in these First Amended and Restated Articles of Incorporation. There are no members, or members entitled to vote, of the Corporation. Therefore, the Corporation hereby amends and restates the Articles of Incorporation of the Corporation as follows:

ARTICLE I - NAME

The name of the Corporation is: ASTRONAUT SCHOLARSHIP FOUNDATION, INC.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are:

In particular, to assist men and women in obtaining training and education in the sciences, including the fields of aviation and space exploration, and to promote such fields in particular and the sciences in general, with a goal of helping the United States retain its worldwide lead in science and technology. Such assistance shall include the annual granting of scholarships to upper level college, masters-level and doctoral students who exhibit motivation, imagination, and exceptional performance in the sciences. Such assistance shall further include facilitating programs to educate the general public and various charitable and/or not for profit organizations concerning the fields of science and technology in general and space exploration in particular.

In general, and in furtherance thereof, 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 officer, director, 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

The Corporation shall have no members. The business and affairs of the Corporation shall be governed solely by the Corporation's Board of Directors.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - BOARD OF DIRECTORS

All corporate powers of the Corporation shall be exercised by or under the authority of the Corporation's Board of Directors. Additionally, the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Directors shall be elected as provided in the Bylaws. Each Director shall serve the Corporation until his or her successor is duly appointed and seated in accordance with the Corporation's Bylaws. The number of Directors 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).

The number of persons constituting the Corporation's Board of Directors as of the date hereof is seventeen (17), and the names of the persons who are serving as the Corporation's Directors as of May 2, 2004 are as follows:

Lisa Beeson	Gordon Cooper	James A. Lovell
Howard Benedict	Robert Crippen	Harvey A. Miller
Larry Bradley	Owen Garriott	Wally Schirra
Dan Brandenstein	Senator John Glenn	Bobbie Slayton
Scott Carpenter	Frederick Hauck	Alfred Worden
Michael D. Cassara, Jr.	Henri Landwirth	

The address of each of the Corporation's Directors is c/o Astronaut Scholarship Foundation, Inc. 6225 Vectorspace Blvd., Titusville, Florida 32780.

The Corporation's Board of Directors may designate one or more committees to report to and otherwise advise and assist the Board of Directors with the management of the business of the Corporation, including without limitation, an Executive Committee and a Scholarship Committee. Each such committee shall be chaired by a member of the Board of Directors and shall have such powers and duties as shall be determined by the Board of Directors from time to time.

ARTICLE VII - OFFICERS

The Corporation's Board of Directors shall, in accordance with the Bylaws, appoint officers who will manage the day-to-day affairs of the Corporation. The names and titles of those persons who are currently serving as the officers of the Corporation are as follows:

Name	Office
Owen Garriott	Chairman of the Board
Robert Crippen	Vice Chairman of the Board
Howard Benedict	Executive Director
Michael D. Cassara, Jr.	Secretary
Michael D. Cassara, Jr.	Treasurer

ARTICLE VIII - BYLAWS

The Corporation's Bylaws shall be approved by resolution adopted by a majority of the full Board of Directors, and thereafter may be altered, amended, repealed or rescinded by resolution adopted by a majority of the full Board of Directors

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) resolution adopted by a majority of the full Board of Directors, or (ii) any other manner provided by applicable law.

ARTICLE IX - DISSOLUTION

The Corporation may be liquidated or dissolved by: (i) resolution adopted by a majority of the full Board of Directors, or (ii) any other manner provided by applicable 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 IX - REGISTERED OFFICE AND AGENT

The name of the Corporation's registered agent and the street address of the Corporation's registered office are as follows:

Michael E. Neukamm
c/o GrayRobinson, P.A.
301 East Pine Street, Suite 1400
Orlando, Florida 32801

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

The principal office and/or mailing address of the Corporation shall be:

6225 Vectorspace Blvd.
Titusville, Florida 32780

IN WITNESS WHEREOF, these First Amended and Restated Articles of Incorporation shall be effective as of the date filed with the Secretary of State of the State of Florida.

ASTRONAUT SCHOLARSHIP FOUNDATION, INC., a Florida not-for-profit corporation

By: Howard Benedict
Howard Benedict, its Executive Director

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

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

Dated: May 7, 2004.

Michael E. Neukamm