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<u>W. W. Gardner & Associates, Inc.</u>

GOVERNMENTAL POLICY CONSULTANTS
PO IKIN 102, TITUEVALE FLOHDA 32780 PROME (401) 281-14402 PAK (401) 280-1018

January 16, 1995

Secretary of State Division of Corporations Department of State The Capitol Tallahassee, Florida 32301 200001.385132 -01/20/95--0115--004 ****122.50 ****122.50

Re: International Space Station Foundation, INC.

TO WHOM IT MAY CONCERN

Enclosed herewith please find the original and one copy of the Articles of Incorporation of International Space Station Foundation. INC. together with our firm draft in the amount of \$122.50 representing the following:

Filing Feo \$ 35.00 Registered Agent Fee 35.00 Certified Copy Fee 52.50

Please file the original of the enclosed Articles of Incorporation and return a certified Copy to our office. Thank you for your assistance in this matter.

Yours truly,

Winston W. Gardner, Jr.

Enclosure

H. SIMS JAN 2 4 1995

509, 2295. 612,634

1075-1761



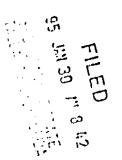
FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 25, 1995

WINSTON W. GARDNER JR. PO BOX 702 TITUSVILLE, FL 32780

SUBJECT: INTERNATIONAL SPACE STATION FOUNDATION, INC.

Ref. Number: W95000001701



We have received your document for INTERNATIONAL SPACE STATION FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6052.

Hope Sims Corporate Specialist

Letter Number: 295A00003081

ARTICLES OF INCORPORATION

OF

INTERNATIONAL SPACE SPACE STATION FOUNDATION, INC. A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned, for the purpose of forming a corporation not to profit under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: INTERNATIONAL SPACE STATION FOUNDATION, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

NATURE AND PURPOSE OF THE CORPORATION

The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended..

ARTICLE IV

QUALIFICATIONS FOR MEMBERS AND MANNER OF ADMISSION

The qualifications for members and the manner of their admission shall be as regulated by the bylaws of the Corporation..

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 874 Dixon Blvd.; Cocoa, Florida 32922 and the name of the initial registered agent of this corporation at that address is Winston W. Gardner, Jr.



ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased of diminished from time to time by the By-Laws, but shall never be less than three. The name and address of the initial directors are:

Winston W. Gardner, Jr.

5087 Riveredge Drive

Titusville, Florida 32780

Malcolm Kirschenbaum

72 Country Club Road

Cocoa Beach, Florida 32931

Edward A. O'Connor, Jr.

525 Heron Dr.

Merritt Island, FL 32952

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the incorporator is:

Name

Address

Winston W. Gardner, Jr.

5087 Riveredge Drive Titusville, Florida 32780

ARTICLE VIII

DISTRIBUTION OF NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, in contravention of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE IX

DISTRIBUTION OF ASSETS

In the event of liquidation or dissolution of the Corporation or if the Articles of Incorporation should ever be revoked or if the Corporation should ever become completely inactive, then, after payment of all of its debts and the winding up of its affairs, its remaining assets shall be distributed to an organization which is qualified under, and conducts its activities consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and which most nearly carries on the purpose of the Corporation. Under no circumstances shall any liquidation or distribution of assets be made to any individual or individuals for their own private benefit.

ARTICLE X

PROHIBITED ACTIVITIES

No substantial part of the activities of the Corporation shall constitute propaganda or otherwise attempt to influence legislation nor shall the Corporation participate in, or intervene in (including publishing or distributing of statements) any political campaign on behalf of any candidate for public office if any such activities contravene the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE XI

BYLAWS

The Bylaws of this Corporation shall be adopted, altered or reseinded by majority vote of the Directors. The Bylaws may contain any provisions of the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended only by majority vote of the Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of January, 1995.

Winston W. Gardner, Jr. INCORPORATOR

INCOR ORA

STATE OF FLORIDA COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me by Winston W. Gardner, Jr. this 16th day of January 1995.

NOTARY PUBLIC, STATE OF FLORIDA

AT LARGE

My commission expires:



M PAT CODY My Commission CC274606 Expires Apr 06, 1997 Bonded By ANB 800-852-5878 CERTIFICATE DESIGNATION PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN THIS STATE; NAMING AGENT UPON WHOM LEGAL PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes (1981), the following is submitted in legal compliance:

INTERNATIONAL SPACE STATION FOUNDATION, INC. a corporation not for profit desiring to organize under the laws of the State of Florida, with its principle office for the purpose of service of legal process, as indicated in the Articles of Incorporation, at 874 Dixon Blvd.; Cocoa, Florida 32922 has named:

Winston W. Gardner, Jr. 874 Dixon Blvd. Cocoa, Florida 32922

as its agent to accept service of process within this state at that address.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation INTERNATIONAL SPACE STATION FOUNDATION, INC. at that address, I do hereby agree to act in this capacity, and agree to deep said office open in compliance with the requirements of said statutes.

Winston W. Gardner, Jr.

Registered Agent