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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SPACE VENTURES, INC.

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
SPACE VENTURES, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Space Ventures, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United states, the state of Florida or any other state, country, territory or nation.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

129 N.W. 25th Terrace, Fort Lauderdale, Florida 33311

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$.01 par value per share.

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ARTICLES PREPARED BY:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
3801 Hollywood Blvd., Suite 350
Hollywood, Florida 33021
FLA. BAR NO. 815161

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CLERK OF COURT
JANUARY 11, 2000
TALLAHASSEE, FLORIDA

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Reuven Rogatinsky
129 N.W. 25th Terrace
Fort Lauderdale, Florida 33311

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Reuven Rogatinsky
129 N.W. 25th Terrace
Fort Lauderdale, Florida 33311

The undersigned has (have) executed these Articles of Incorporation this 9 day of March, 2000.



Reuven Rogatinsky

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ARTICLES PREPARED BY:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
3801 Hollywood Blvd., Suite 350
Hollywood, Florida 33021
FLA. BAR NO. 815161

H00000010875**CERTIFICATE OF DESIGNATION**
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Space Ventures, Inc.

2. The name and address of the registered agent and office is:

Reuven Rogatinsky
129 N.W. 25th Terrace
Fort Lauderdale, Florida 33311

SIGNATURE

Reuven Rogatinsky

DATE: March 9, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Reuven Rogatinsky

DATE

3/9/00

ARTICLES PREPARED BY:

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