

P00000030091

March 16, 2000

FILED
00 MAR 20 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

400003176144--4

Subj: Incorporation of SPACE TEL, INC.

-03/20/00--01110--010
***157.50 ***78.75

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,


Jerry L. Herron


David A. Bean

S. Thompeon MAR 24 2000

ARTICLES OF INCORPORATION

OF

SPACE TEL, INC.

FILED
00 MAR 20 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is

SPACE TEL, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1791 Stewart Place Melbourne, Fl 32935 and the name of the initial registered agent of this corporation at that address is DAVID A. BEAN.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

JERRY L. HERRON
1046 Dallan Ave NW
Palm Bay, Fl 32907

DAVID A. BEAN
1791 Stewart Place
Melbourne, Fl 32935

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1046 Dallan Ave. NW, Palm Bay, Fl 32907, and the mailing address of the corporation is 1046 Dallan Ave. NW, Palm Bay, Fl 32907.

ARTICLE IX. INCORPORATOR

The name and address of the persons signing these articles are:

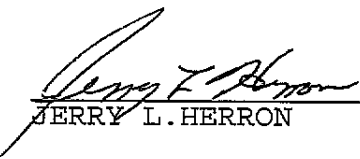
JERRY L. HERRON
1046 Dallan Ave. NW
Palm Bay, Fl 32907


DAVID A. BEAN
1791 Stewart Place
Melbourne, Fl 32935

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on this 16th day of March, 2000.

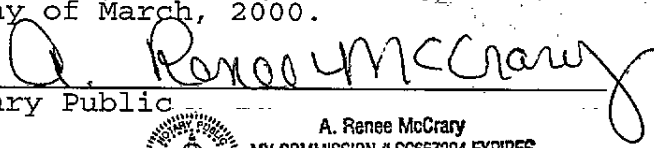

JERRY L. HERRON


DAVID A. BEAN

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JERRY L. HERRON and DAVID A. BEAN to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16th day of March, 2000.

7402

Notary Public



A. Renee McCrary
MY COMMISSION # CC657294 EXPIRES
June 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
00 MAR 20 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA


DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That SPACE TEL, INC., desiring to organize under
Statutes of the State of Florida, with its principal office
at 1046 Dallan Ave. NW, Palm Bay, Fl 32907 has named DAVID A
BEAN located at 1791 Stewart Place, Melbourne, Fl 32935
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


DAVID A. BEAN
Registered Agent