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*Teresa A. Nightingale, P.A.*

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December 20, 2000

FILED  
01 JAN -2 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-01/02/01--01108--024  
\*\*\*122.50 \*\*\*78.75

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: NEARSPACE TRANSPORT, INC.

Dear Sir or Madam:

Enclosed herewith for filing in connection with the above referenced matter, please find Articles of Incorporation, together with Registered Agent form. My check in the amount of \$122.50 is enclosed to cover the cost of your fee.

Please forward a certified copy to this office.

Thank you for your assistance in this matter.

Sincerely,

*Teresa A. Nightingale*  
Teresa A. Nightingale (dn)

TAN:dn  
Enclosures

D. BROWN JAN - 8 2001

ARTICLES OF INCORPORATION  
OF  
NEAR SPACE TRANSPORT, INC.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation is: NEAR SPACE TRANSPORT, INC., whose address is P. O. Box 70, Winter Haven, Florida 33882-0070.

**ARTICLE II - PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and or the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The total authorized capital stock of this Corporation shall be 100 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

**ARTICLE IV - PREEMPTIVE RIGHTS**

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

**ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

#### **ARTICLE VI - ADDRESS**

The principal office of this Corporation shall be 430 Avenue D, S.E., Winter Haven, Florida 33880, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

#### **ARTICLE VII - DIRECTORS**

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

#### **ARTICLE VIII - ORIGINAL DIRECTORS**

The names and addresses of the member of the first Board of Directors, are:

RICHARD DUGGER:	P. O. Box 70 Winter Haven, FL 33882
JOHN HARE:	430 Avenue D, S.E. Winter Haven, FL 33880

#### **ARTICLE IX - SUBSCRIBER**

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

RICHARD DUGGER:	P. O. Box 70 Winter Haven, FL 33882
JOHN HARE:	430 Avenue D, S.E. Winter Haven, FL 33880

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this 28th day of December, 2000.

Richard Dugger  
RICHARD DUGGER

John Hare  
JOHN HARE

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, personally appeared, RICHARD DUGGER and JOHN HARE, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced n/a, as identification and who did (did not) take an oath and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 28th day of December, 2000.

Denise A. Nevins  
Notary Public/State of Florida  
My Commission Expires: \_\_\_\_\_



Denise A. Nevins  
FID # CC859316 EXPIRES  
August 27, 2003  
METROPOLITAN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


FILED  
01 JAN -2 PM 2:46  
TALLAHASSEE, FLORIDA  
CLERK OF STATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - - **NEAR SPACE TRANSPORT, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of **Winter Haven**, State of **Florida**, has named, **JOHN HARE**, located at **430 Avenue D, S.E., Winter Haven, Florida 33880**, as its Agent to accept Service of Process within this State.

ACKNOWLEDGMENT: (Must be signed by Registered Agent)

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
\_\_\_\_\_  
**JOHN HARE**  
Registered Agent