

\*\*\*\*\*  
\*\*\* TX REPORT \*\*\*  
\*\*\*\*\*

TRANSMISSION OK

TX/RX NO	1810	
CONNECTION TEL		18502050381
SUBADDRESS		
CONNECTION ID		
ST. TIME	05/16 12:49	
USAGE T	01'10	
PGS.	4	
RESULT	OK	

Division of Corporations

Page 1 of 2

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

### Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000066496 0)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : PIPER MARGURY RUDNICK & WOLFE  
Account Number : 076424002364  
Phone : (813) 229-2111  
Fax Number : (813) 229-1447

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAY 16 PM 4:22

FILED

**FLORIDA PROFTT CORPORATION OR P.A.**

**SPACE COWBOYS, INC.**

B. McKnight MAY 16 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 16, 2001

PIPER MARBURY RUDNICK & WOLFE

SUBJECT: SPACE COWBOYS, INC.  
REF: W01000011143

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

LIST THE COMPLETE ADDRESS IN ARTICLE V.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist  
New Filing Section

FAX Aud. #: H01000066496  
Letter Number: 201A00029757

H01000066496

**ARTICLES OF INCORPORATION  
OF  
SPACE COWBOYS, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.  
Name**

The name of the Corporation is **Space Cowboys, Inc.**

**II.  
Term of Existence**

The date when corporate existence will commence is May 16, 2001 in accordance with Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.  
Principal Office**

The principal office and mailing address of the Corporation is c/o Piper Marbury Rudnick & Wolfe LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602.

**IV.  
Capital Stock**

The Corporation is authorized to issue 5,000,000 shares of \$.01 par value common stock, which will be designated Common Stock.

**V.  
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Piper Marbury Rudnick & Wolfe LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

**VI.  
Directors**

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation

H01000066496

01 MAY 16 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H01000066496

will always have at least 1 director. The name and address of the initial director of the Corporation, who will serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Michael Nardelli	210 West Dupree Street Unit 15 Raleigh, North Carolina 27501

**VII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o Piper Marbury Rudnick & Wolfe LLP 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

**VIII.**  
**Affiliated Transactions**

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**IX.**  
**Control Share Acquisitions**

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any

H01000066496

H01000066496

acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**XI.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 16, 2001.

  
DAVID A. BEYER, INCORPORATOR

**ACCEPTANCE BY REGISTERED AGENT**

I accept the appointment as Registered Agent of the Company to accept service of process on its behalf, at the place designated in these Articles of Organization. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: May 16, 2001.

  
DAVID A. BEYER

01 MAY 16 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H01000066496