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FILED  
01 AUG -6 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 3, 2001

Secretary of State  
Corporate Division  
PO Box 6327  
Tallahassee, FL 32314

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-08/06/01--01018--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

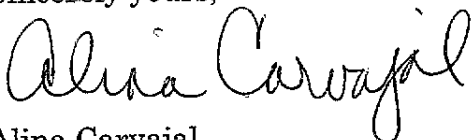
**Re: 321 Blastoff Online, Inc.**

Ladies and Gentlemen:

Enclosed please find Articles of Incorporation for 321 Blastoff Online, Inc., together with a check in the amount of \$78.75 for the filing fee.

Please file the articles and return a certified copy of same.

Sincerely yours,



Alina Carvajal  
Secretary to John T. Prahl

/ac

Enclosure

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## ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is: 321 Blastoff Online, Inc.
2. The mailing address for the Corporation shall be: 145B West Volusia Lane, Cocoa Beach, FL 32931.
3. The period of its duration is perpetual.
4. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. The Corporation shall have authority to issue 20,000 shares of stock consisting of 10,000 shares of common stock, par value \$.01 per share (the "Common Stock"), and 10,000 of preferred stock, par value \$.10 per share (the "Preferred Stock").
6. The shares of Common Stock shall be entitled to vote on all matters coming before the shareholders, except the Common Stock may not reduce or modify any rights, preferences, or privileges of the Preferred Stock without the affirmative vote of a majority in interest of the Preferred Stock then issued. If no Preferred Stock has been issued on the date of any vote of Common Stock, this limitation will not apply.
7. The Preferred Stock may be issued in one or more series as determined by the Board of Directors, each of which series will have a cumulative preferred dividend of 10% of the issue price. The Preferred Stock will have no liquidation or merger preference provided that all unpaid dividends must be paid at completion of such a transaction. Subject to the required voting rights of paragraph 6 of these Articles above, the Board of Directors will fix voting and conversion rights for each series, if any.
8. The address of its initial registered office is 2801 Ponce De Leon Blvd., Suite 1155, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is John T. Prah1.
9. The number of directors constituting its initial board of directors ("Board of Directors") is one (1) whose name and address are:

NAME

Terry M. Heekin

ADDRESS

145B West Volusia Lane  
Cocoa Beach, FL 32931

10. The name and address of the Incorporator is:

NAME

ADDRESS

Terry M. Heekin

145B West Volusia Lane  
Cocoa Beach, FL 32931

11. Preemptive Rights shall be as follows: The holders of each class of stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of that class of this Corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of stock of the specified held by the holder to all shares of stock of such class currently authorized and issued (authorized and issued).

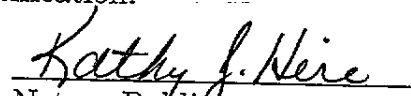
DATED this 7<sup>th</sup> day of Jul, 2001.

  
Terry M. Heekin

STATE OF FLORIDA

COUNTY OF Brevard

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 2001 by Terry M. Heekin who is personally known to me, or who produced \_\_\_\_\_ as identification.

  
Notary Public

My Commission Expires: 2/7/04



Kathy J. Hire  
Commission # CC 908459  
Expires Feb. 7, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

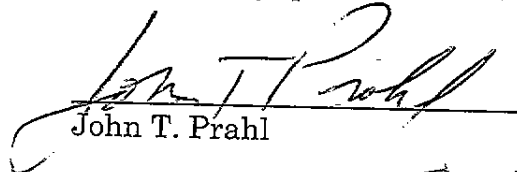
First--that 321 Blastoff Online, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Miami-Dade, State of Florida, has named John T. Prah, 2801 Ponce De Leon Blvd., Suite 1155, Coral Gables, Florida 33134.

(Street address and number of building, post office box address not acceptable)

City of Coral Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

  
John T. Prah

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**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA