

P95000007807

**W. W. Gardner & Associates, Inc.**

GOVERNMENTAL POLICY CONSULTANTS  
P O BOX 702, TITUSVILLE, FLORIDA 32780 PHONE (407) 267-0492 FAX (407) 206-0075

January 18, 1995

Secretary of State  
Division of Corporations  
Department of State  
The Capitol  
Tallahassee, Florida 32301

100001386131  
-01/20/95--01115--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **International Space and Technology Exposition, INC.**

TO WHOM IT MAY CONCERN

Enclosed herewith please find the original and one copy of the Articles of Incorporation of **International Space and Technology Exposition, INC.** together with our firm draft in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50

Please file the original of the enclosed Articles of Incorporation and return a certified Copy to our office. Thank you for your assistance in this matter.

Yours truly,

*Winston W. Gardner, Jr.*  
Winston W. Gardner, Jr.

Enclosure

B. REGISTER JAN 25 1995

739, 612, 671

W95-1686

FILED  
95 JAN 31 AM 7:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 25, 1995

WINSTON W GARDNER, JR  
PO BOX 702  
TITUSVILLE, FL 32780

SUBJECT: INTERNATIONAL SPACE AND TECHNOLOGY EXPOSITION, INC.  
Ref. Number: W95000001000

We have received your document for INTERNATIONAL SPACE AND TECHNOLOGY EXPOSITION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 995A00003069

FILED  
95 JUL 31 AM 7:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL SPACE AND TECHNOLOGY EXPOSITION, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be: **INTERNATIONAL SPACE AND TECHNOLOGY EXPOSITION, INC.**

**ARTICLE II**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III**

**NATURE AND PURPOSE OF THE CORPORATION**

The corporation is formed to conceptualize, plan, develop, operate and maintain an International Space Station Pavilion / International Space and Technology Exposition / Space Exploration oriented theme park to promote the continued development of the international space station and the peaceful international exploration of space from a platform in earth orbit. . The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

**CAPITOL STOCK**

The aggregate number shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$ 0.01 per share.

NOTE: Par value shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

## ARTICLE V

### PRE-EMPTIVE 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 thereof (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 the corporation is 874 Dixon Blvd.; Cocoa, Florida 32922 and the name of the initial registered agent of this corporation at that address is Winston W. Gardner, Jr.

## ARTICLE VII

### DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The Name and address of the initial directors are:

Winston W. Gardner, Jr.

5087 Riveredge Drive  
Titusville, Florida 32780

Malcolm Kirschenbaum

72 Country Club Road  
Cocoa Beach, Florida 32931

## ARTICLE VIII

### INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the incorporator is:

Winston W. Gardner, Jr.

5087 Riveredge Drive  
Titusville, Florida 32780

ARTICLE IX

SECTION 1244 STOCK

The corporation is authorized to offer and issue all its shares of common stock whereby the corporation and its shareholders shall be entitled to take advantage of the provisions of section 1244 of the Internal Revenue code of 1954.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF we have subscribed our names this 5th day of January, 1995.

  
Winston W. Gardner, Jr.

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me by Winston W. Gardner, Jr. this 16th day of January 1995.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:



M PAT CODY  
My Commission CC274606  
Expires Apr 06, 1997  
Bonded By ANB  
800-852-5978

CERTIFICATE DESIGNATION PLACE OF BUSINESS FOR SERVICE OF PROCESS  
WITHIN THIS STATE; NAMING AGENT UPON WHOM LEGAL PROCESS MAY BE  
SERVED.

Pursuant to Chapter 48.091, Florida Statutes (1981), the following is submitted in  
legal compliance:


INTERNATIONAL SPACE AND TECHNOLOGY EXPOSITION, INC. a  
corporation desiring to organize under the laws of the State of Florida, with its principle office for  
the purpose of service of legal process, as indicated in the Articles of Incorporation, at 874 Dixon  
Blvd.; Cocoa, Florida 32922 has named:

Winston W. Gardner, Jr.  
874 Dixon Blvd.  
Cocoa, Florida 32922

as its agent to accept service of process within this state at that address.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation  
INTERNATIONAL SPACE AND TECHNOLOGY EXPOSITION, INC. at that address, I do  
hereby agree to act in this capacity, and agree to keep said office open in compliance with the  
requirements of said statutes.

  
Winston W. Gardner, Jr.  
Registered Agent

FILED  
95 JAN 31 AM 7:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA