

P96000032229
March 20, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

96 APR -8 PM 3:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECORDED & INDEXED
-04/00/96--01057--0018
*****70.00 *****70.00

Attn: Clerk/Filing Division

In Ref: Articles of Incorporation for Orbitron Inc.

Please find enclosed one (1) Original and one (1) Certified Copy, both notarized, of the Articles of Incorporation for Orbitron Inc.

Additionally, attached is a Money Order, No. 895384015 in the amount of Seventy Dollars (US\$70.00) representing Thirty-Five Dollars (US\$35.00) Filing Fee and Thirty-Five Dollars (\$35.00) Registered Agent Fee.

Please file the attached Articles of Incorporation, issue Charter Number, stamp, and return the Certified Copy enclosed.

Thank you in advance for your expeditious handling.

Very truly yours,

James D. Reese
James D. Reese/Registered Agent
340 Chantry Street
Orlando, Florida 32835
Telephone 407-294-3400
Telefacsimile 407-297-6999

Enclosures: Money Order \$70
Original/Certified Copy of
Articles of Incorporation

BH/11/2/96

**ARTICLES OF INCORPORATION
FOR
ORBITRON INC.**

FILED

96 APR -8 PM 3:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these ARTICLES OF INCORPORATION, being a natural person competent to contract, does hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida, this Certificate of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: ORBITRON INC.

**ARTICLE II
TERM OF EXISTENCE**

The duration of the corporation is perpetual, unless earlier terminated by due and proper legal procedure.

**ARTICLE III
NATURE OF BUSINESS**

The general purposes for which the corporation is organized are:

1.

Research and development of super high altitude launch systems, utilizing hydrogen or other gases as propellants, recapturing propellants for repeated use, redesign and engineering of systems components including hardware and software, and application for launch vehicle technologies to launch satellites and light weight cargoes into lower earth orbits.

2.

Also, as principal or otherwise, to buy, sell, hold, own, improve, operate, lease, convey, exchange, mortgage, pledge, transfer or otherwise acquire, use, maintain and dispose of all types of property, both real and personal, wheresoever situated to exercise such rights and privileges as may be requisite to carry out any and all of the foregoing purposes; and, further, to construct, equip, lease, rent, hire, and manage buildings and structures of every kind and description.

3.

To buy, sell, deal in, and supply goods, merchandise and services of every class and description to the extent now or hereafter permitted under the laws of the United States of America, State Of Florida, or any other State, Country, Territory, or Nation. To own and operate wholesale and retail establishments engaged in the sale of products, commodities, and general merchandise of every kind and character.

4.

To purchase and acquire any other business or businesses, or any interest therein, and to pay for the same in cash or in shares or debentures of this Corporation, or partly in one such

mode and partly in the other or others. To borrow or raise money by the issuance of bonds, debentures, promissory notes, or other obligations or securities of this Corporation, or in such other manner as the Board of Directors may deem proper.

5.

To enter into working arrangements of any and all kinds, whether by contract or otherwise, with such persons, companies, associations, partnerships, corporations, or otherwise as the Board of Directors may deem convenient and beneficial to this Corporation. To grant to other persons, companies, associations, partnerships, corporations or otherwise the right or privilege to carry on any kind of business not prohibited by law, on the premises of the Corporation, and upon such terms and conditions as the Corporation's Board of Directors shall deem expedient and proper.

6.

To purchase or otherwise acquire and undertake all or any part of the business, property, and liabilities of any persons, companies, associations, partnerships, corporations, or otherwise, carrying on any kind of business which this Corporation is authorized to carry on; to enter into partnership or into any arrangement for sharing of profits, unions of interest, reciprocal concessions, or otherwise; or cooperate with any persons, companies, associations, partnerships, corporations, or otherwise, carrying on, or about to carry on, any business or transaction capable of being conducted so as to directly or indirectly benefit this Corporation.

7.

To invest the monies of this Corporation not immediately required by it in the conduct of its business in such manner as the Board of Directors may deem proper. To do any and everything else which in the opinion of the Board of Directors is necessary, convenient, or beneficial to this Corporation.

8.

It being the intention that the objects and purposes herein specified shall in no way be limited or restricted by the reference to, or the inference from, the terms of any other clause of these Articles of Incorporation, and shall be construed as independent objects, and furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Florida upon corporations for profit.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of the authorized capital stock of this Corporation is 100,000 shares of common stock.

Such shares shall be of a single class, and shall have a par value of five cents (\$.05) per share.

ARTICLE V
START-UP CAPITAL

The amount of capital with which this Corporation shall begin shall be not less than Five Thousand Dollars (\$5,000.).

ARTICLE VI
ADDRESS

The Registered Principal Office of this Corporation shall be: 6340 Chantry Street, Orlando, Florida 32835.

I, the undersigned subscriber, James D. Reese, do hereby accept designation as Registered Agent of this Corporation to accept service of process directed to this Corporation at the Registered Principal Office: 6340 Chantry Street, Orlando, Florida 32835.


James D. Reese

ARTICLE VII
DIRECTOR

The number of directors constituting the initial BOARD OF DIRECTORS of the Corporation is six (6).

The name and address of each person who is to serve as a member of the initial BOARD OF DIRECTORS is:

<u>NAME</u>	<u>ADDRESS</u>
James D. Reese	6340 Chantry St., Orlando, FL 32835
Patrick A. Brown	328 Third Ave. #1843, Seward, AK 99664
Krystal F. Brown	328 Third Ave. #1843, Seward, AK 99664
Col. J. Sanders (Ret)	1350 CR 1, #561, Dunedin, FL 34697
James P. Dwyer	902 Cherokee, Aiken, SC 29801
Davey L. Dunfee	256 E. Columbia St. Danville, IN 46122

ARTICLE VIII
INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
James D. Reese	6340 Chantry St., Orlando, FL 32835

ARTICLE IX
PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation, shall have one vote for each share of such stock owned by them for the election of Directors, and for other matters requiring vote of stockholders.

No holder of the common stock of this Corporation, or any other class of security which may hereafter be created, shall be entitled as such, as a matter of right, to subscribe for, or purchase any part of, any new or additional issued stock of any class whatsoever, or of securities convertible into stock of any class whatsoever, whether now or hereafter created or authorized, or whether issued for cash, property, services, or by way of dividends; and all such rights are waived by each holder of the common stock and of any other class of stock which may hereafter be created; but, any such unissued stock or such authorized issuance of new stock of any class, or of any security convertible into stock, or any other security, may be issued or disposed of, pursuant to a resolution of the Board of Directors, to such other persons, companies, associations, partnerships, corporations, or otherwise, and upon such terms as may be deemed advisable and beneficial by the Board of Directors in the exercise of its discretion, but subject to the provisions of this Certificate.

ARTICLE X
DIRECTORS' INSURANCE AGAINST PROFESSIONAL LIABILITY

FILED

This Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, creditor, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not this Corporation would have authority to indemnify him against such liability under the provisions of these Articles, or under law.

ARTICLE XI
MISCELLANEOUS PROVISION

1.

It shall be lawful for the Board of Directors to provide for a method of issuance of stock certificates so as to replace lost or destroyed stock certificates, by appropriate resolution duly adopted by a majority of the Board of Directors as are present at any regular or special meeting of the Board of Directors.

2.

This Corporation may, in its By-Laws, confer powers additional to the foregoing upon the Board of Directors, in addition to the powers and authorities expressly conferred upon them by statute.

3.

This Corporation reserves the right to amend, alter, change, or repeal any provision of these Articles in the manner now or hereafter provided by State Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, sole Incorporator, has hereunto subscribed his name at Orlando, Florida, this 29th day of February 1996.

James D. Reese
James D. Reese

STATE OF FLORIDA)
 : SS
COUNTY OF ORANGE)

HAROLD CONKLIN
Print, type or stamp name of Notary Public
Personally known ☐ OR Produced I. D. ☒
Type and number of I. D. produced:
TX PL 11168512

I HEREBY CERTIFY that on this day personally appeared before me, James D. Reese, who is duly authorized to administer oaths and take acknowledgments, to me well known to be the person described herein, and who executed the foregoing instrument, as Incorporator, and who acknowledged before me he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day and year last above written at Orlando, Florida.

Harold Conklin
NOTARY PUBLIC, State of Florida

My Commission Expires:



HAROLD CONKLIN
My Commission CC370948
Expires Jun. 06, 1998
Bonded by ANB
800-852-5878