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Of Counsel

April 18, 1996

Bureau of Corporate Records
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

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****122.50 ****122.50

Re: Rocket Science Technologies, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation of ROCKET SCIENCE TECHNOLOGIES, INC. for filing with your office. Also find enclosed a check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certified copy fee, and \$35.00 registered agent fee. Once the Articles have been filed, please return the certified copy to me in the envelope provided.

If you have any questions regarding this matter, please feel free to contact me.

Sincerely,


Stephen C. L. Chong

SCLC/pp

Encl.

cc: Mark S. Mansfield

FILED
56 APR 30 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/3/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 APR 30 PM 3:53

DEPT. OF STATE
TALLAHASSEE, FLORIDA

April 26, 1996

STEPHEN C. L. CHONG, ESQUIRE
605 E ROBINSON ST SUITE 510
ORLANDO, FL 32801

SUBJECT: ROCKET SCIENCE TECHNOLOGIES, INC.
Ref. Number: W96000008976

We have received your document for ROCKET SCIENCE TECHNOLOGIES, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 796A00019926

ARTICLES OF INCORPORATION
OF
ROCKET SCIENCE TECHNOLOGIES, INC.

FILED
96 APR 30 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be Rocket Science Technologies, Inc.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence its corporate existence on the date of filing of these Articles, and shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE III

PRINCIPAL OFFICE

The mailing address of the Corporation's principal office shall be:

7028 Talbot Drive
Orlando, Florida 32819

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to develop and manufacture automobile racing parts and any other lawful purpose or purposes.

ARTICLE V

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue Ten Thousand (10,000) shares of voting common stock, having par value of One Dollar (\$1.00) per share, which shall be designated Common Stock.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights.

The Corporation elects to have preemptive rights and each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares previously reacquired by this Corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the price, terms and conditions of the issues of shares, and inviting the shareholder to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and street address of the initial directors of this Corporation are:

Mark S. Mansfield
7028 Talbot Drive
Orlando, Florida 32819

Kirk W. Bridgman
581 Queens Mirror
Casselberry, Florida 32707

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Stephen C. L. Chong, Esquire
605 E. Robinson Street, Suite 510
Orlando, Florida 32801

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and office of this Corporation shall be as follows:

Stephen C. L. Chong, Esquire
605 E. Robinson Street, Suite 510
Orlando, Florida 32801

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X

DIRECTOR CONFLICTS OF INTEREST

A. No contract or other transaction between the corporation and one or more of its directors, or between the Corporation and any other Corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholder.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify and defend any incorporator, registered agent, officer or director, or any former registered agent, officer or director if he acted in good faith and in a manner he reasonable believed to be in, and not opposed to, the best interests of the Corporation.

ARTICLE XII

AMENDMENT


This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 17th day of April, 1996.



Stephen C. L. Chong, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 17th day of April, 1996.



Stephen C. L. Chong, Esquire

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SECRETARY OF STATE
TALLAHASSEE FLORIDA