

P97000041435

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100002168761--0  
-05/06/97--01155--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: SPACETRAC, Inc.

EFFECTIVE DATE

4-30-97

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee & Certificate

FROM: Martin L. Marquez, Registered Agent  
401 Hunting Lodge Drive  
Miami Springs, Florida 33166  
(305) 887-4902

FILED  
97 MAY -6 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Comments:

We are requesting that this application for incorporation be processed as soon as possible. Anything that could be done to fulfill this request would be greatly appreciated...

Martin  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT 9120 from address  
DATE 5/9/97  
DCC. EXAM. [initials]

411 5/9/97

**ARTICLES OF INCORPORATION  
OF  
SPACETRAC, INC.**

**EFFECTIVE DATE**  
4.30.97

FILED  
97 MAY -6 PM 12:17  
SECRET  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this corporation is : **SPACETRAC, Inc.**

**ARTICLE II  
COMMENCEMENT AND DURATION**

This corporation is to commence its corporate existence on the date of acknowledgment of these articles of incorporation by the State of Florida, and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III  
PURPOSE**

This corporation is organized for the following purposes:

To engage in providing any or all of the following services: Management, Accounting, Marketing, Advertising, Public Relations, Promotion, Solicitation, Computer Hardware and Software Sales and Consulting Services, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue **One Million, (1,000,000)** shares of **No** par value common stock. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, as is determined from time to time by the board of directors to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually preformed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

**ARTICLE V  
RESTRICTION ON TRANSFER  
OF CAPITAL STOCK**

All of the issued shares of stock of all classes shall be subject to the following restrictions on transfer of capital stock as permitted by Florida Law.

Each shareholder shall offer in writing to the corporation and to all other shareholders of the corporation a **One hundred and eighty (180) day "first refusal"** option to purchase the shares at book value as of the latest accounting period, without consideration for goodwill, should he or she elect to sell his or her shares of stock.

No shareholder shall transfer his or her shares during his or her lifetime to any person not a shareholder in the Corporation unless the transferring shareholder first obtains in writing the majority consent of the remaining shareholders.

Approval for any transfer proposed above, may not be arbitrarily or unreasonably withheld by the remaining shareholders. Approval may be withheld if the remaining shareholders find that the proposed transfer will not promote the retention of close corporate control, or any other purpose as stated in these articles of incorporation. If the remaining shareholders disapprove the proposed transfer, they must state their disapproval in writing, citing the reasons for the disapproval. The shareholders proposing the transfer shall be entitled to a copy of the document containing the disapproval and reasons therefor. An additional copy of this document shall be kept at the Corporation's registered office. Upon the voluntary or involuntary termination of an employee shareholder and/or upon the death of a shareholder, the corporation or remaining shareholders, or any of them, may within One hundred and eighty (180) days of the shareholder's employment termination and/or death, repurchase the employee's and/or deceased stockholder's shares at book value as of the latest accounting period, without consideration for goodwill.

#### **ARTICLE VI BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors and corporate officers. Any and all of the powers and duties conferred to or imposed upon the board of directors and corporate officers, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have One director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successor(s), who shall be chosen at the first meeting of the stockholders have qualified shall be:

**Name**

Martin L. Marquez

**Address**

401 Hunting Lodge Drive  
Miami Springs, Florida 33166

#### **ARTICLE VII INDEMNIFICATION**

The corporation shall indemnify any present or former officers or directors, or persons exercising powers and duties of a director or officer, to the full extent now or hereafter permitted by law.

#### **ARTICLE VIII BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

#### **ARTICLE IX AMENDMENT**

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

**ARTICLE X  
INCORPORATOR**

The name and address of the Incorporator to these articles of the incorporation is:

Name

Martin L. Marquez

Address

401 Hunting Lodge Drive  
Miami Springs, Florida 33166

**ARTICLE XI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is:

*The Principal address are the same*

Address

401 Hunting Lodge Drive  
Miami Springs, Florida 33166

And the name of the initial registered agent of the corporation at that address is:

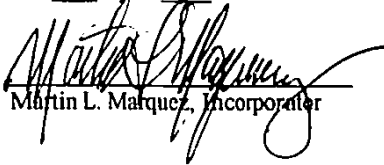
Name

Martin L. Marquez

Address

401 Hunting Lodge Drive  
Miami Springs, Florida 33166

IN WITNESS WHEREOF, the undersigned as Incorporator hereby executes these articles of incorporation  
this 30th day of April 1997.

  
\_\_\_\_\_  
Martin L. Marquez, Incorporator

STATE OF FLORIDA

SS.

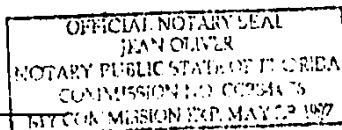
COUNTY OF DADE:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Martin L. Marquez, known to me and known by me to be the person who executed the forgoing Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30<sup>th</sup> day of April, 1997.

Jean Oliver JEAN OLIVER  
NOTARY PUBLIC, State of Florida at large

My Commission Expires:



**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE**

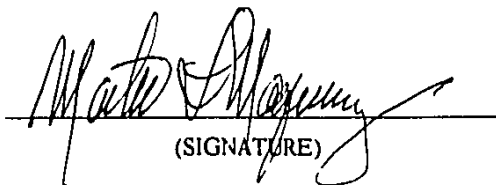
**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is SPACETRAC, Inc.
2. The name and address of the registered agent and office is:

**Martin L. Marquez**  
**401 Hunting Lodge Drive**  
**Miami Springs, Florida 33166**

**FILED**  
**97 MAY -6 PM 12:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

APRIL 30, 1997  
(Date)