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TRANSMITTAL LETTER

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

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-09/20/97--01023--001
*****70.00 *****70.00

SUBJECT: Ad Astra Corp.

I enclose an original and 3 copy(ies) of the Articles of
Incorporation for the above corporation and a check in the amount
of \$ 70.00.

Please return photocopies to me with the filing date stamped on them.

SIGNED: _____

[Signature]

From:

Darryl L. Bell

Name

8512 SW 103 Ave.

Address

Miami

City

Florida

State

33173-3957

Zip

(305) 279-4121

Telephone Number

FILED
97 AUG 20 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 8/21/97

ARTICLES OF INCORPORATION

OF

Ad Astra Corp.

ARTICLE I NAME

The name of the corporation shall be: Ad Astra Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8512 SW 103 Ave.

Miami, Fl. 33173-3957

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000,000.

A. Voting Rights shall be limited to those shareholders who are members of the Board of Directors.

B. The Board of Directors shall be limited to those Shareholders who are members of the Immediate Bell Family, as defined within these articles. The Board of Directors shall also include those others as may be designated by $\frac{3}{4}$ favorable vote of the Immediate Bell Family, to serve for a period of time not to extend beyond the date of the next Annual Meeting of the Board of Directors. At the end of the preceding period those others may be selected for additional time of service on The Board by another $\frac{3}{4}$ favorable vote of the Immediate Bell Family.

C. The Immediate Bell Family shall consist of (1) Leroy C. Bell, Sr., (2) Lil M. Bell (formerly Barron), (3) the children conceived from the union of Leroy C. Bell, Sr. with Lil M. Bell (formerly Barron), and (4) the biological descendants of those children as defined in Item (3) only.

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TALLAHASSEE, FLORIDA

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ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Darryl L. Bell

8512 SW 103 Ave.

Miami, Fl. 33173-3957

ARTICLE V INCORPORATOR

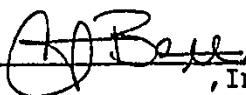
The name and street address of the incorporator to these Articles of Incorporation is:

Darryl L. Bell

8512 SW 103 Ave.

Miami, Fl. 33173-3957

The undersigned has executed these Articles of Incorporation
this 18 day of AUG 1997.

, Incorporator

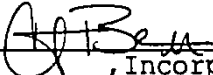
INCORPORATOR'S ACTION BY WRITTEN CONSENT

Pursuant to Section 607.0205(1)(b)(2) of the Business Corporation Act, the incorporator of Ad Astra Corp. hereby consents to the election of the following persons as initial directors of this corporation to complete the organization of the corporation. The initial directors shall serve on the board until the first annual meeting of shareholders held for the election of directors, and until their successors are elected and qualified:

Darryl L. Bell

There being no further business, the meeting was adjourned.

DATED: 18 day of AUG 1997.

SIGNED: , Incorporator

CERTIFICATE OF DESIGNATION

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:

Ad Astra Corp.

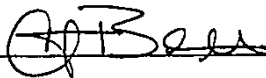
2. The name and address of the registered agent and office is:

Darryl L. Bell

8512 SW 103 Ave.

Miami, Fl. 33173-3957

Signature: _____



Date: 18 day of AUG 1997.

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: _____



Date: 18 day of AUG 1997.

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