

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P97000075831

Spaceflight Cafe,
Inc.

400002283284--0
-09/03/97--01001--005
****245.00 ****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

197 SEP -2 PM 3:34

- ☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

9/2 3:15

9/2

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be:

SPACEFLIGHT CAFE, INC.

ARTICLE II

The principal office of this corporation shall be 5950 Hazeltine National Drive, Suite 140, Orlando, Florida 32822, but this corporation may establish such other offices and branch offices within or without the State of Florida as may be necessary or as may be determined by the board of directors.

ARTICLE III

The amount of capital stock authorized by this corporation shall be 10,000,000 shares with a par value of \$0.001 per share.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

This corporation shall be managed by a board of directors no less than 1 nor more than 9 who need not be stockholders of the corporation. The names and street addresses of the members of the first board of directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 3:34

John L. Casey
Suite 140
5950 Hazeltine National Drive
Orlando, Florida 32822

ARTICLE VI

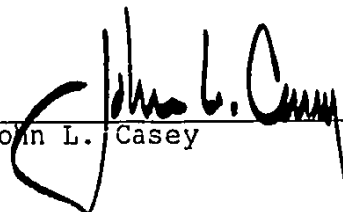
The name and street address of the incorporator is:

John L. Casey
Suite 140
5950 Hazeltine National Drive
Orlando, Florida 32822

ARTICLE VII

Patrick A. Raley, located at Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789, has been named as the corporation's agent to accept service of process within this State. Said agent has accepted the request to act in this capacity.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal on August 29, 1997.

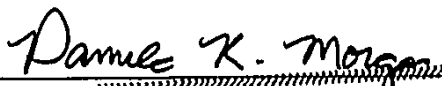


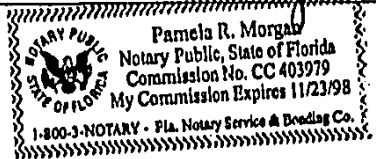
John L. Casey

STATE OF FLORIDA:
COUNTY OF ORANGE:

ON THIS DAY personally appeared before me, the undersigned officer, JOHN L. CASEY, personally known to me to be the individual described in and who executed the foregoing, who did not take an oath but acknowledged executing the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on August 29, 1997.





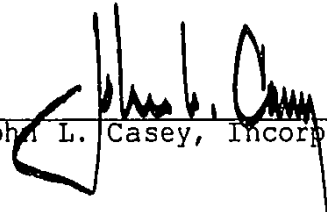
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
97 SEP -2 PM 3:34

Pursuant to Chapter 48.091, Florida Statutes, the corporation submits:

That SPACEFLIGHT CAFE, INC., a corporation organized under the laws of the State of Florida, has named PATRICK A. RALEY, located at Suite 7, 180 South Knowles Avenue, Winter Park, County of Orange, State of Florida, as its agent to accept service of process within this state.

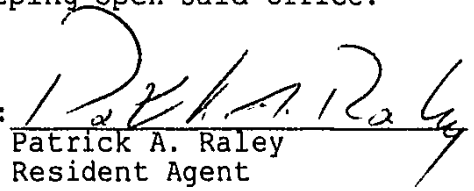
By:


John L. Casey, Incorporator

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By:


Patrick A. Raley
Resident Agent