

**CAPITAL CONNECTION, INC.**

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

P97000075835

SpaceFlight Marketing  
Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP -2 PM 3:37

600002283286--3  
-09/03/97--01001--005  
\*\*\*\*245.00 \*\*\*\*122.50

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Walk-In \_\_\_\_\_

9/2

Date

Will Pick Up \_\_\_\_\_

3:15

Time

- ☒ 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 \_\_\_\_\_

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DIVISION OF CORPORATIONS

9/2

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be:

SPACEFLIGHT MARKETING, 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:

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

ARTICLE VI

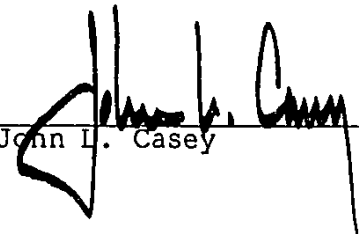
The name and street address of the incorporator is:

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.

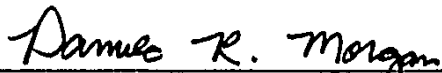
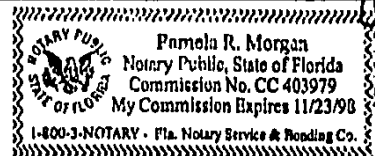
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal on August 29, 1997.

  
\_\_\_\_\_  
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.

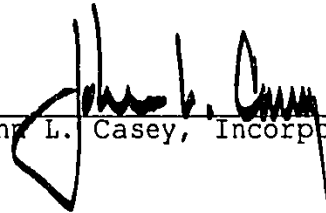
  
\_\_\_\_\_  
  
Pamela R. Morgan  
Notary Public, State of Florida  
Commission No. CC 403979  
My Commission Expires 11/23/98  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

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

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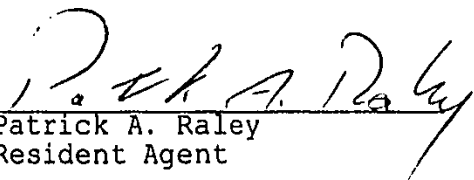
Pursuant to Chapter 48.091, Florida Statutes, the corporation  
submits:

That SPACEFLIGHT MARKETING, 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