

Document Number Only

PA 7000078329

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

700002289437--5
-09/10/97--01081--009
****70.00 ****70.00

CORPORATION(S) NAME

Launch Services Corporation

97 SEP 10 11:11:00

FILED

Profit Articles

NonProfit

Limited Liability Company

Foreign

Limited Partnership

Reinstatement

Limited Liability Partnership

Certified Copy

Call When Ready

Walk In

Mail Out

Amendment

Dissolution/Withdrawal

Annual Report

Reservation

Photo Copies

Call if Problem

Will Wait

Merger

Mark

Other

Change of R.A.

Fictitious Name

CUS

After 4:30

Pick Up

Name
Avallability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/10

9/10/97

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

RECEIVED
97 SEP 10 11:11:46
DIVISION OF CORPORATION,

CR2E031 (1-89)

ARTICLES OF INCORPORATION
OF
LAUNCH SERVICES CORPORATION

FILED
97 SEP 10 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for purposes of forming a corporation for profit in accordance with the laws of the State of Florida, does hereby state the following:

1. NAME The name of the corporation shall be Launch Services Corporation.

2. PRINCIPAL OFFICE The street address of the initial principal office of the corporation is 25840 Impatiens Court, Bonita Springs, FL 35135. The initial mailing address of the corporation is P.O. Box 21208, Columbus, OH 43221.

3. NATURE OF BUSINESS The purpose for which the corporation is formed shall be:

 To engage in any lawful act, activity or business not contrary to and for which a corporation may be formed under Chapter 607 of the Florida Statutes, and to have and exercise all powers, rights and privileges conferred by the laws of Florida on corporations, including, but not limited to, buying, leasing or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wheresoever situated, and buying and selling stocks, bonds, or any other security of any issuer as the corporation by action of its board of directors may, at any time and from time to time, deem advisable.

4. CAPITAL STOCK The number of shares of capital stock which the Corporation is authorized to have outstanding is One Thousand (1,000) shares all of which shall be common shares without par value, but which shall be divided into two classes as follows:

 (1) Class A common shares shall consist of 500 shares of capital stock.

 (2) Class B common shares shall consist of 500 shares of capital stock.

(b) **Voting Rights.** Subject to the provisions of applicable Florida law if cumulative voting is in effect, each Class A common share shall at any time entitle the holders thereof to one vote per each such share on all matters submitted for vote of the shareholders. Except as otherwise required by law or as provided herein, the record holders of the Class B common share shall not be entitled to any vote on any matter submitted for a vote of the shareholders. If the holders of any Class B common shares are entitled to vote on any matter, each such Class B common share shall entitle the holder thereof to one vote on such matter.

(c) **Other Rights.** Except for the difference in voting rights described in (b), above, each Class A and Class B common share shall entitle the holder thereof to equal rights in all respects, including rights to dividends and distributions.

5. REGISTERED
OFFICE AND
AGENT

The street address of the initial registered office of this corporation in the State of Florida is 1200 South Pine Island Road, Plantation FL 33324. The name of the initial registered agent of the corporation at the above address shall be CT Corporation System. The Board of Directors may from time to time change the principal office and/or mailing address of the registered office or the registered agent to any other address in the State of Florida.

6. NUMBER OF
DIRECTORS

The business of this corporation shall be managed by a Board of Directors consisting of not fewer than six (6) persons, the exact number to be determined from time to time in accordance with the By-Laws.

7. INITIAL BOARD
OF DIRECTORS

The names and addresses of the members of the initial Board of Directors, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor is elected are as follows:

Victor E. Fuchs
3060 Rockford Drive
Columbus, OH 43221

Archie D. Adams,
25840 Impatiens Court
Bonita Springs, FL 34135

John E. Mosier
7938 Sarahurst Drive
Columbus, OH 43016

Herb S. Millstein
2 Cove Circle
Palmyra, Virginia 22963

Larry H. Post
9811 Scanlon Court
Fountain Valley, CA 92708
Fountain Valley, CA 92708

Kern Smith
555 Fillmore Avenue
Cape Canaveral, FL 32920

8. OFFICERS The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers as the Board of Directors may designate from time to time. A person may hold more than one office.
9. BY-LAWS The Board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.
10. CERTAIN TRANSACTIONS No person shall be disqualified from being a director of the corporation because he or she is or may be a party to, and no director of the corporation shall be disqualified from entering into, any contract or other transaction to which the corporation is or may be a party. No contract or other transaction shall be void or voidable for reason that any director or officer or other agent of the corporation is a party thereto, or otherwise has any direct or indirect interest in such contract or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the corporation authorizes or participates in authorization of such contract or transaction, (a) if the material facts as to such interest are disclosed or are otherwise known to the board of directors or applicable committee of directors at the time the contract or transaction is authorized, and at least a majority of the disinterested directors or disinterested members of the committee vote for or otherwise take action authorizing such contract or transaction, even though such disinterested directors or members are less than a quorum, or (b) if the contract or transaction (i) is not less favorable to the corporation than an arm's length contract or transaction in which no director or officer or other agent of the corporation has any interest or (ii) is otherwise fair to the corporation as of the time it is authorized. Any interested

director may be counted in determining the presence of a quorum at any meeting of the board of directors or any committee thereof which authorizes the contract or transaction.

11. INDEMNIFICATION

Section 1. Terms used in this Article 11 shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or any amended or successor sections of the Florida statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigation the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified in (a) or (b) is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

(A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;

(C) in the case of a Director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or

(D) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article 11 and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expense, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

(a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

(b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer,

Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article 11 or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article 11.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of shareholders, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article 11 shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article 11. Such determination shall be made:

(a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;

(c) By independent legal counsel:

(i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or

(ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or

(d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

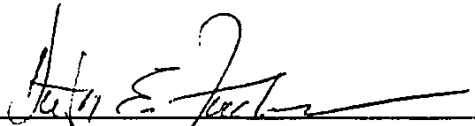
Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article 11. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article 11.

Section 7. Indemnification and/or advancement of expenses as provided in this Article 11 shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article 11 shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

12. AMENDMENT These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.
13. AUTHORITY TO
REPURCHASE
CAPITAL STOCK The corporation by its board of directors is authorized, except to the extent prohibited by law, to repurchase, redeem or otherwise acquire, from time to time at any time, shares of any class of capital stock issued by it.

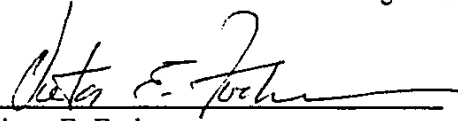
IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 9th day of September, 1997.


Victor E. Fuchs, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

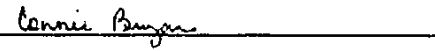
In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Launch Services Corporation desiring to organize as a corporation under the laws of the State of Florida, has designated 1200 South Pine Island Road, Plantation FL, as its initial Registered Office and has named CT Corporation System located at said address as its initial Registered Agent.

By: 
Victor E. Fuchs,
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping said office open at designated times.

CT Corporation System

BY: 
ITS: CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

97 SEP 10 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA