

Joseph N. Perlman

Practice Limited to:
Personal Injury Law
Real Estate
Business/Commercial Law
Civil Litigation

*Also Admitted in Ohio

Certified Circuit Court Mediator

Belcher Place
1101 Belcher Rd., Suite B
Largo, FL 33771

Telephone
(813) 536-2711

Fax:
(813) 536-2714

October 18, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

Re: SPACESHOT ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	50.50
Total Due	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Joseph N. Perlman, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/22/97-741

**ARTICLES OF INCORPORATION
OF
SPACESHOT ENTERPRISES, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for such corporation:

ARTICLE I - NAME. The name of this corporation is SPACESHOT ENTERPRISES, INC.

ARTICLE II - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS. This Corporation is organized to automotive repair business and to do very other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK. The maximum number of shares of stock authorized to be issued by this Corporation is 7,500 shares of capital stock at \$1.00 par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise to participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V - PRE-EMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only as such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the principal office of this corporation is:

1902 Drew Street
Clearwater, Florida 33765

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the Registered Agent of this Corporation is:

STEVEN N. EISEMAN
1902 Drew Street
Clearwater, Florida 33765

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

NAME

ADDRESS

STEVEN N. EISEMAN

1902 Drew Street
Clearwater, Florida 33765

ARTICLE VIII - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

STEVEN N. EISEMAN
1902 Drew Street
Clearwater, Florida 33765

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of this 13 day of October, 1997.


STEVEN N. EISEMAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, STEVEN N. EISEMAN, personally appeared known to me to be the person who executed the foregoing Articles of SPACESHOT ENTERPRISES, INC., and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 13 day of October, 1997.

My Commission expires:

Notary signature



Joseph N. Perlman
MY COMMISSION # CC582998 EXPIRES
September 8, 2000
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for
SPACESHOT ENTERPRISES, INC.


STEVEN N. EISEMAN

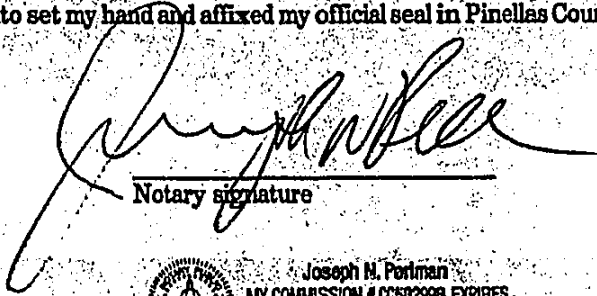
STATE OF FLORIDA)
COUNTY OF PINELLAS)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above personally appeared, STEVEN N. EISEMAN, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 13 day of October, 1997.

My Commission expires:


Notary signature



Joseph N. Portman
MY COMMISSION # 00502999 EXPIRES
September 8, 2000
BONDED THRU TROY FARM INSURANCE, INC.