

INFANTINO AND BERMAN
ATTORNEYS AT LAW

Jed Berman
Thomas V. Infantino

Patrick A. Raley
James W. Kline

Suite 7
180 South Knowles Avenue
Winter Park, Florida
32789

Tel (407) 644-4673
Fax (407) 644-4128

Mailing Address:
P.O. Drawer 30
Winter Park, Florida
32789-0030

February 4, 1999

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

Re: Space Exploration Center, Inc.
Microgravity Business Corporation
Aviation Services Company

600002768426--9

-02/08/99-01169-018

367.50 **78.75

Dear Sirs:

I am enclosing proposed articles of incorporation of the above corporations, with registered agent forms attached, for filing.

I also enclose a check in the amount of \$367.50 for the following costs:

Filing fee	\$105.00
Registered agent	105.00
Certified copy of articles	157.50
	<u>\$367.50</u>

Sincerely,

Patrick A. Raley

PAR/shar
enclosure

FILED
99 FEB -8 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

99 FEB -8 PM 2:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be:

SPACE EXPLORATION CENTER, INC.

ARTICLE II

The principal office of this corporation shall be 5850 T.G. Lee Boulevard, Suite 650, 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 \$0.0001 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:

John L. Casey
5850 T.G. Lee Blvd.
Suite 650
Orlando, FL 32822

ARTICLE VI

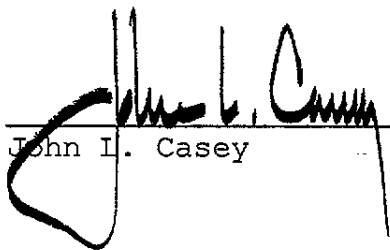
The name and street address of the incorporator is:

John L. Casey
5850 T.G. Lee Blvd.
Suite 650
Orlando, FL 32822

ARTICLE VII

Patrick A. Raley, located at 180 South Knowles Avenue, Suite 7, 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 January 25, 1999.

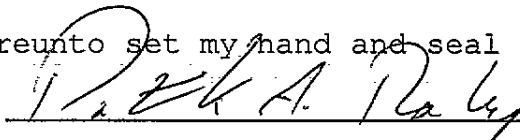


John L. Casey

STATE OF FLORIDA:
COUNTY OF ORANGE:

ON THIS DAY personally appeared before me, the undersigned officer, JOHN L. CASEY, personally known to me, who executed the foregoing without taking 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 this 25th day of January 1999.



Patrick A. Raley

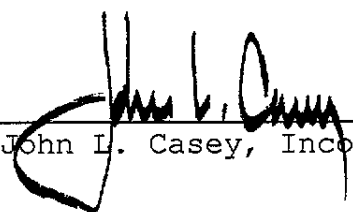


PATRICK A. RALEY
My Commission CC523124
Expires Mar. 05, 2000

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

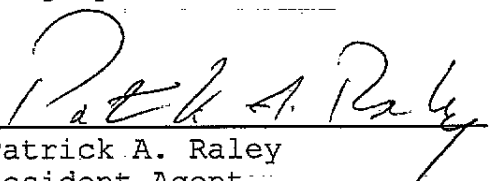
Pursuant to Chapter 48.091, Florida Statutes, the corporation submits:

That SPACE EXPLORATION CENTER, 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

FILED
99 FEB -8 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA