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 32790-0030

February 4, 1999

Department of State Division of Corporations P.O. Box 6327

Tallah Florida 32314

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

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

Filing fee Registered agent Certified copy of articles

\$105.00 105.00 157.50 \$367.50

Sincere

PAR/shar enclosure

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be:

MICROGRAVITY BUSINESS CORPORATION

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 day of awary, 1999.

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 MICROGRAVITY BUSINESS CORPORATION, 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 I. 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.

Patrick A. Raley Resident Agent