

JUL-17-1996 00157 FROM THE COMPANY CORP.

TO

19049224000 P.01

TO: DIVISION OF CORPORATIONS
 DEPARTMENT OF REVENUE
 STATE OF FLORIDA
 609 EAST STONEY ISLAND
 TALLAHASSEE, FL 32399
 FAX: (904) 922-1004
 ((H96000009775))
 OR P.A.

FROM: THE COMPANY CORPORATION
 1702 N. MARKET ST
 SUITE 311
 WILMINGTON DE 19801-1100
 CONTACT: KIMBERLY ANDREWS
 PHONE: (302) 575-0440
 FAX: (302) 575-1346

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: TOTAL CHOICE SATELLITE SYSTEMS INC.
 FAX AUDIT NUMBER: H96000009775
 DATE REQUESTED: 07/15/1996
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((H96000009775))
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 ENTER SELECTION AND <CR>:

FILED
 96 JUL 17 PM 12:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JUL 17 AM 9:27

RECEIVED

JUL-17-1996 00150 FROM THE COMPANY CORP.

TO

19049224000 P.04



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1996

THE COMPANY CORPORATION
KIMBERLY ANDRAS
WILMINGTON, DE

SUBJECT: TOTAL CHOICE SATELLITE SYSTEMS, INC. - H96000009775
REF:

PLEASE REFAX THE ABOVE REFERENCED DOCUMENT. WE DID NOT RECEIVE ALL OF THE PAGES IN THE FIRST TRANSMISSION.

THANK YOU,
JERRI WEINMANN
904-487-6937

1096-148846

#96000009775

ARTICLES OF INCORPORATION
OF
Total Choice Satellite Systems Inc.

FILED
96 JUN 17 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Total Choice Satellite Systems Inc.

SECOND: The address of the initial registered office of the corporation is 200 - John Knox Road, Tallahassee., County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 20028 Ocean Key Drive, Boca Raton FL 33498

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1000 share at no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Anthony P. Scuderi	20028 Ocean Key Drive, Boca Raton FL 33498
Thomas J. Ditta	1444 America Ave., North Babylon NY 11703

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Dawn M. Showell c/o The Company Corporation
1313 N. Market Street, Suite 3410; Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 17th day of June, 1996.

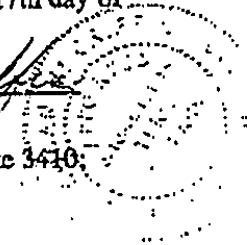
Dawn M. Showell

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 17th day of June, 1996 by Dawn M. Showell.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1984
Term 2 Years

Susan M. Griffin
Notary Public


This document was prepared by Dawn M. Showell, 1313 N. Market Street, Suite 3410, Wilmington DE 19801 (302) 575-0440


#96000009775

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Total Choice Satellite Systems Inc. desiring to organize under the laws of the state of Florida with its principal place of business located in the city of Boca Raton, State of Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Larry Wolfe

June 17, 1996
Date

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96 JUL 17 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

#96000009775

P96000059737

8/6/96

Dear Division of Corporations

Enclosed please find an amendment to our ARTICLES OF INCORP AS WELL AS A check for \$35. Please process A.S.A.P. AND FORWARD CONFIRMATION OF THE CHANGE.

Thank you.

Anthony Scuderi
TOTAL CHARGE SATellite SYSTEMS
561-457-3007

Return address
20025 Ocean Key Drive
Isola Palms FL 33498

Mr. Scuderi
gave permission
to add Inc. to
Name & Delete
"Initial"
DC
8/19/96

000001316880
-08/08/96--01089--004
*****35.00 *****35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG -8 PM 12: 24

FILED

Amendment

8/19/96

DC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

TOTAL CHOICE SATELLITE SYSTEMS INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE 5.14.

THE NUMBER OF DIRECTORS CONSTITUTING THE ~~EXISTING~~
BOARD OF DIRECTORS IS ONE, AND THE NAME AND ADDRESS WHO
WILL SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF
SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE IS AS FOLLOWS:

ANTHONY P. SCUDERI 20028 OCEAN KEY DRIVE
BOCA RATON FL 33498

FILED
96 AUG - 8 PM 12: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 6/7/96

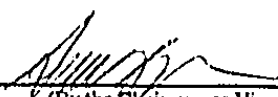
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 6th day of August, 19 96

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ANTHONY P. SCUDERI
Typed or printed name

PRESIDENT/DIRECTOR
Title