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August 26, 1999

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/30/99-01101-004
****122.50 *****78.75

Re: SATELLITE PUBLISHING, INC.

Dear Sir/Madam:

In connection with the above corporation, I have enclosed the original and a copy of the Articles of Incorporation. I have also enclosed my check in the amount of \$122.50 for the required filing fee and certified copy of the Articles.

Please file the Articles and return the certified copy to me at the above address, and thank you for your assistance in this matter.

Very truly yours,


GRIFFIN HELWIG

GH/abc
Encl.

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99 AUG 30 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SATELLITE PUBLISHING, INC.**

The undersigned, under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is **SATELLITE PUBLISHING, INC.**

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 1510A Second Street, South, Jacksonville Beach, Florida, 32250. The name of the initial registered agent and address of the registered agent for the corporation is CHARLES L. BACK, 1510A Second Street, South, Jacksonville Beach, Florida, 32250.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of three (3) members who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as initial Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES L. BACK	6633 Altama Road Jacksonville, Florida 32216
BRIAN MICHAEL SIEBER	1077 Celebrant Drive Jacksonville, Florida 32225
MICHAEL A. CLEMENTS	1510A Second Street, South Jacksonville Beach, Florida 32250

The Directors shall be elected in accordance with the By-laws of the corporation.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES L. BACK	6633 Altama Road Jacksonville, Florida 32216

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI - DETERMINATION OF CONSIDERATION

The stockholders shall have the right to determine, in every instance, the consideration for which the shares of the corporation shall be issued.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation on the 24 day of August, 1999.



CHARLES L. BACK

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 24 day of August, 1999, by CHARLES L. BACK, who is personally known to me or produced _____ as identification.




Notary Public, State of Florida



Angela B. Carter
MY COMMISSION # CC587336 EXPIRES
September 22, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I hereby accept designation as registered agent of **Satellite Publishing, Inc.**



CHARLES L. BACK