

Division of Corporations

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Florida Department of State
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DOMINION VIDEO SATELLITE, INC.

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*Amended And
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOMINION VIDEO SATELLITE, INC.**

ARTICLE I.

Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

Dominion Video Satellite, Inc.

ARTICLE II.

Principal Offices and Mailing Address

The principal office and mailing address of the Corporation is 3050 North Horseshoe Drive, Suite 290, Naples, Florida 34104.

ARTICLE III.

Shares

The Corporation shall have authority to issue 10,000 common shares of capital stock with a par value of \$0.01 per share.

ARTICLE IV.

Board of Directors

The number of directors of the corporation shall such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation.

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ARTICLE V.
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholder for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article V is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The Corporation has caused these Amended and Restated Articles of Incorporation to be executed on this 31 day of December 2007.

DOMINION VIDEO SATELLITE, INC.,
a Florida corporation

By: 
Name: Robert W. Johnson, Jr.
Title: Chief Executive Officer

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**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOMINION VIDEO SATELLITE, INC.**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, it is hereby certified that:

FIRST: The name of the corporation is Dominion Video Satellite, Inc. (the "Corporation").

SECOND: The Amended and Restated Articles of Incorporation that this certificate accompanies contain amendments to the Corporation's articles of incorporation that required shareholder approval.

THIRD: The Amended and Restated Articles of Incorporation were duly approved and adopted in accordance with Section 607.1003 of the Florida Business Corporation Act on December 31, 2007, by the unanimous vote of the board of directors of the Corporation, and on December 31, 2007, by the holders of the Corporation's common shares representing the number of votes sufficient to approve the Amended and Restated Articles of Incorporation of the Corporation and the amendments contained therein. No other voting group was entitled to vote on the amendments.

FOURTH: The following Amended and Restated Articles of Incorporation shall be the articles of incorporation of the Corporation.

Dated December 31, 2007.

DOMINION VIDEO SATELLITE INC.,
a Florida corporation

By: 

Robert W. Johnson, Jr.
Chief Executive Officer

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