

LARRY C. HOFFMAN

ATTORNEY AT LAW

1172 BHOWELL ST.

SUITE E

CLEARWATER, FLORIDA 34616

PHONE (813) 447-2330

F95000001442

March 20, 1995

Department of State
Division of Corporations
ATT: Qualification/Tax Lien Section
409 East Gaines Street
Tallahassee, Florida 32399

RE: Registration of Foreign Corporation
DBS Distributions, Inc.

Dear Sir/Madam,

Enclosed please find the following items to register the above referenced corporation in the State of Florida:

- 1) Application by Foreign Corporation for Authorization to Transact Business in Florida
- 2) Original Certificate of Incorporation from the State of Indiana
- 3) Check in the amount of \$70.00 for Filing Fee and Registered Agent Designation

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact my office.

Very truly yours,


Larry C. Hoffman, Esq.

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DIVISION OF CORPORATIONS
MARCH 21 1995

W95-6365

RECEIVED
MARCH 21 1995
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 22, 1995

LARRY C. HOFFMAN, ESQUIRE
SUITE E
1172 BROWNELL STREET
CLEARWATER, FL 34616

SUBJECT: DBS DISTRIBUTIONS, INC.
Ref. Number: W95000006365

We have received your document for DBS DISTRIBUTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 895A00012913

SECRET
DIVISION OF STATE
95 MAR 24 11:10:25

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
'TRANSACT' BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. DBS Distributions, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Indiana 3. 35-1045527
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 20, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not yet transacting business
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 1482 Executive Blvd., Suite E
Jasper, IN 47546
(Current mailing address)

8. Distribution of Vehicles
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Larry C. Hoffman, Esquire

Office Address: 1172 Brownell Street

Clearwater, Florida, 34616
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Larry C. Hoffman
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Rebecca D. TaylorAddress: 5649 S. State Road 162Huntingburg, IN 47542Vice Chairman: Steve MundyAddress: 5649 S. State Road 162Huntingburg, IN 47542Director: David ArcherAddress: 5649 S. State Road 162Huntingburg, IN 47542

Director: _____

Address: _____

B. OFFICERS

President: Rebecca D. TaylorAddress: 5649 S. State Road 162Huntingburg, IN 47542Vice President: Steve MundyAddress: 5649 S. State Road 162Huntingburg, IN 47542Secretary: David ArcherAddress: 5649 S. State Road 162Huntingburg, IN 47542Treasurer: Steve MundyAddress: 5649 S. State Road 162Huntingburg, IN 47542

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Steve Mundy Vice Pres.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Steve Mundy, Vice-President - Treasurer
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 24 AM 10:25

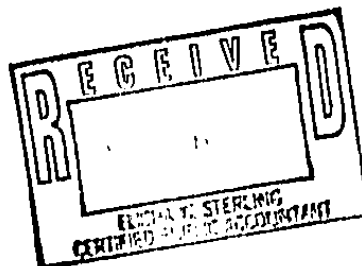
STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

DBS DISTRIBUTIONS, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Business Corporation Law, as amended.

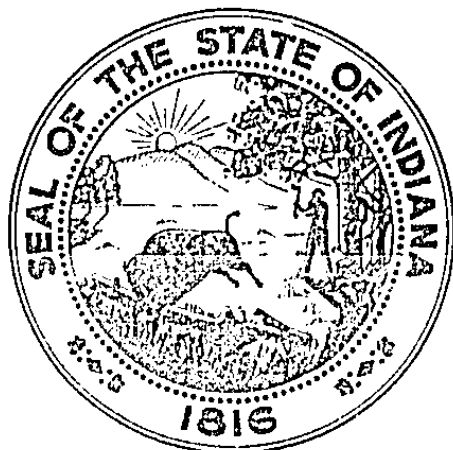
NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin February 20, 1995.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twentieth day of February, 1995

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

By Nanaret Williams
Deputy



95 MAR 24 11:10:25
SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE