

LAW OFFICE

*Antonio E. Alonso*

SOUTHEAST NATIONAL BANK OF CORAL WAY  
1699 CORAL WAY SUITE 315  
MIAMI, FLORIDA 33145

TELEPHONE  
(305) 858-7452

FAX  
(305) 850-1950

**L95000000206**

February 24, 1995

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

200001421382  
03/06/95-01014-001  
\*\*\*285.00 \*\*\*285.00

Re: Articles of Incorporation of ALL IN HOME SATELLITE  
ENTERTAINMENT, L.C.

Dear Gentleman:

Enclosed please find our office account check in the amount of \$285.00, and original and two copies of the Articles of Incorporation of the above described corporation.

Please return a certified copy to the undersigned, whose address is:

1699 Coral Way, Suite 315  
Miami, Florida 33145

Thank you for your kind attention and cooperation to this matter.

Sincerely yours,



ANTONIO E. ALONSO, ESQ.

AEA/og

44-4879  
789, 1127, 671  
3-15

ARTICLES OF ORGANIZATION  
OF  
ALL IN HOME SATELLITE ENTERTAINMENT, L.C.

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FILED  
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The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the law of the State of Florida do set forth the following:

1. NAME.

The name of the Limited Liability Company is:

ALL IN HOME SATELLITE ENTERTAINMENT, L.C.

2. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. PURPOSE.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS.

The address of the place of business in Florida for the Limited Liability Company is:

10640 London Street  
Cooper City, Florida 33140

5. REGISTERED AGENT.

The name and address of the initial registered agent in Florida for the Limited Liability Company is:

ANTONIO E. ALONSO  
1699 Coral Way, Suite 315  
Miami, Florida 33145

6. CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Thousand and No/100 (\$1,000.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made in cash or by the contribution of property at such value as shall be approved by the Managers. The Company will maintain a capital account for each Member in accordance with generally accepted accounting principles and the respective interests of the Members in the Company. Each Member's percentage

ownership interest in the capital and profits of the Company shall be calculated as set forth in the Regulations of the Company.

Upon the approval of the Managers, the Company may from time to time receive contributions of additional capital to the Company. (a) Each member shall have the first right, but shall not be obligated, to contribute such additional capital in accordance with the ratio ownership interests held by such Member at the time of the vote to the total capital of the Company then outstanding. This preemptive right shall be deemed waived unless the Member pays the additional capital to the Company within thirty (30) days after said vote. To the extent that such prorata contribution is not made by a Member, his interest in the Company will be diluted. (b) Any additional contribution not made by a Member pursuant to this right under clause (a) hereunder shall be offered to the remaining Members who have made their additional contributions pursuant to clause (a) in accordance with the ratio of Ownership interest held by such Members at the time of the vote to the total capital of the Company then outstanding. Such remaining Members may make such additional capital contributions within thirty (30) days after receiving written notice given by the Manager that such prorata contributions were not made by all Members. (c) If the entire required contribution is not contributed in accordance with clause (b,) any Member may contribute the remainder within ten days thereafter. (d) If the full amount of the additional capital contributions has not been obtained from the Members as set forth in clauses (a) (b) and (c),

the Managers may obtain any remaining balance by the admittance of additional members upon payment of consideration as set forth in Section 9 (c).

8. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

9. MANAGEMENT.

The Limited Liability Company is to be managed by a manager, or managers. Names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

(1) BRAULIO JATAR-DOTTI  
5757 Collins Avenue  
Unit No. 2206  
Miami Beach, Florida 33140

(2) BRAULIO JATAR-ALONSO  
10640 London Street  
Cooper City, Florida

10. MANAGEMENT.

(i) Other than as set forth in Section 608.404 of the Florida Statutes, and any revision thereof, all powers associated with the Company's activities, including the power to sell all or substantially all of the Company's assets, shall be reserved to one

or more Managers, each of whom shall be a Member and shall serve in such capacity for a period of one year beginning with the formation of the Company.

Thereafter, the Managers shall continue on a year to year basis as managers of the Company's affairs unless replaced with other Members by a vote of eighty percent in ownership interest in the Company at the annual meeting of the Company as set forth in the Company's Regulations. The Managers may also be replaced with other Members at any time by a vote of ninety percent in ownership interest in the Company.

(ii) The power to dissolve the Company shall be reserved to seventy-five percent in ownership interest of the Members. Unless provision is made for a higher requirement in connection with any particular matter, all decisions required to be voted upon by the Members shall be decided by the vote or seventy-five percent in ownership interest, which shall be determined in accordance with the respective capital accounts of the Members, exclusive of any depreciation or tax credits which may accrue against such capital accounts for tax purposes.

(iii) The Managers may admit additional Members upon such terms and conditions as shall be determined by the Managers in their reasonable judgment. All such subsequently admitted Members shall have the same rights and privileges as all other Members, including prorata voting rights. The admission of additional Members shall be reflected in an amendment to these Articles of Organization, executed by the Managers and shall be filed with the

Secretary of State of Florida.

11. ADDITIONAL PROVISIONS.

The following additional provisions for the regulation of the business of the Company and for the conduct of its affairs are hereby adopted as a part of this Articles of Organization:

(i) No contract or other transaction between the Company and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Managers and/or Members is a director or officer of such other corporation; nor by reason of the fact that one or more of the Managers and/or Members may have an interest in any contract or transaction with the Company and each and every such person is hereby relieved from liability which might otherwise exist from thus contracting with the Company for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested.

(ii) The Members of the Company, by a vote of ninety percent in ownership interest, shall have the power to amend, alter, change or repeal any provision of these Articles of Organization in form of substance at any properly announced meeting of the Members.

(iii) The Members of the Company, by a vote of ninety percent in ownership interest, shall have the power to amend, alter, change or repeal any provision of the Regulations of the Company in form or substance at any properly announced meeting of the Members.

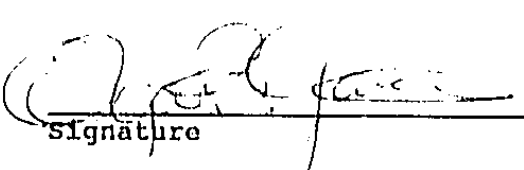
Executed at Miami, Florida on this \_\_\_\_\_ day of \_\_\_\_\_, 1995.

STATE OF FLORIDA       )  
COUNT OF DADE        ) ss:

BY:   
BRAULIO JATAR-ALONSO

The foregoing instrument was acknowledged before me this 27th day of February, 1995, by BRAULIO JATAR-ALONSO, the manager of ALL IN HOME SATELLITE ENTERTAINMENT, L.C., who is personally known to me or who has produced Personal knowledge as identification and who did take an oath.

OFFICIAL NOTARY SEAL  
OLGA B GARCIA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC238062  
MY COMMISSION EXPI. OCT. 25, 1996

  
Signature

Olga B. Garcia  
Print Notary's Name  
Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ALL IN HOME SATELLITE ENTERTAINMENT, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415, and is herewith simultaneously designated as registered agent by ALL IN HOME SATELLITE ENTERTAINMENT, L.C.

BY: \_\_\_\_\_

FOR THE LIMITED LIABILITY COMPANY:

BY: \_\_\_\_\_  
BRAULIO JATAR ALONSO, Manager

FILED  
MAR 15 1994  
CLERK OF COURT  
JACKSONVILLE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
FOR  
ALL IN HOME SATELLITE ENTERTAINMENT, L.C.

The undersigned member or authorized representative of a member of ALL IN HOME SATELLITE ENTERTAINMENT, L.C., deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the member(s) is \$12,500.00.

3. If any, the agreed value of property other than cash contributed by members(s) is \$ 12,500.00. A description of the property is more fully described as follows:

Equipment

4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 25,000.00. This total includes amounts from 2 and 3 above.

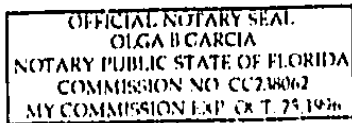
  
\_\_\_\_\_  
BRAULIO JATAR ALONSO

STATE OF FLORIDA       )  
                          ( S.S.  
COUNTY OF DADE       )

BEFORE ME, on this day personally appeared BRAULIO JATAR ALONSO, the party to the foregoing Affidavit of Membership and

Contributions, known to me personally to be such, and acknowledged the said Affidavit to be his free act and deed, and that the facts stated therein are truly set forth.

WITNESS my hand and official seal at Miami, said County and State last aforesaid, this 24th day of Feb., 1995.



  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:

(In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)