

FROM FOLEY & LARDNER 813-221-4210

(THU) 3 2'00 13:37/ST.13:36/NO.4863333568 P 1

TRANSMISSION REPORT

(WED) MAR 1 2000 14:37

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Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.

Primestar Entertainment, Inc.

(C)

FROM FOLEY & LARDNER 813-221-4210

(THU) 3. 2' 00 13:37/ST. 13:36/NO. 4863333568 P 2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 2000

FOLEY & LARDNER

SUBJECT: PRIMESTAR ENTERTAINMENT, INC.
REF: W00000005632

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Angela Revell
Document Specialist

FAX Aud. #: H00000009381
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Articles of Incorporation

of

Primestar Entertainment, Inc.

THE UNDERSIGNED, acting as the sole Incorporator of Primestar Entertainment, Inc. ("Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is: Primestar Entertainment, Inc.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be Seven Thousand Five Hundred (7,500) shares, consisting of a single class of common stock having a par value of \$1.00 per share.

ARTICLE IV

Principal Office

The address of the principal office of the Corporation is 15333 Amberly Dr., Tampa, Florida 33647.

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ARTICLE V
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is, 200 Laura Street North, Third Floor, Jacksonville, FL 32202 and the initial registered agent at such address is F & L Corp.

ARTICLE VI
Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:
Vitauts M. Gulbis, Esquire, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed
by the undersigned Incorporator as of the 1st day of March, 2000.



Vitauts M. Gulbis, Incorporator

FROM FOLEY & LARDNER

813-221-4210


(TUE) 3.14.00 12:22/ST. 12:21/NO. 4861814376 P 4

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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Primestar Entertainment, Inc.

F & L CORP.



Martin A. Traber, Esquire
Title: Vice President

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