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ACCOUNT NO. : 072100000032

REFERENCE : 727565 10250A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 12 PM 3:45

ORDER DATE : June 12, 2000

ORDER TIME : 10:0 AM

ORDER NO. : 727565-015

CUSTOMER NO: 10250A

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CUSTOMER: Ms. Chris L. Wohlbrandt
VOGEL LAW OFFICE
VOGEL LAW OFFICE
Suite B, midwest Title Building
3936 Tamiami Trail North
Naples, FL 33940

DOMESTIC FILING

NAME: SATELLITE BROADCASTING
CORPORATION II

FILE THIRD*****

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT.

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5/6/12/00

ARTICLES OF INCORPORATION

OF

SATELLITE BROADCASTING CORPORATION III

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DIVISION OF CORPORATIONS

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THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is **Satellite Broadcasting Corporation III**, and its principal office and mailing address is 900 Second Avenue South, Suite 880, Minneapolis, MN 55402.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, and the par value of each such share is One Dollar \$(1.00), amounting to the aggregate of One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 3936 Tamiami Trail North, Suite B, Naples, Florida 34103, and the name of its initial registered agent at such address is James D. Vogel

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Garrett G. Carlson, Sr.
900 Second Avenue South
Suite 880
Minneapolis, MN 55402

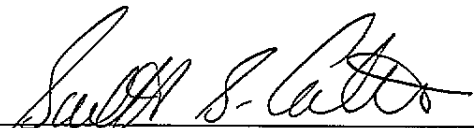
Lynn Carlson Shell
900 Second Avenue South
Suite 880
Minneapolis, MN 55402

James D. Vogel
3936 Tamiami Trail North
Suite B
Naples, FL 34103

ARTICLE VI

The name and address of the sole incorporator is Garrett G. Carlson, Sr., 900 Second Avenue South, Suite 880, Minneapolis, MN 55402.

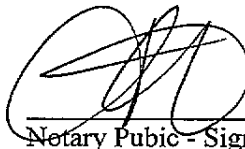
IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 9th day of June, 2000.



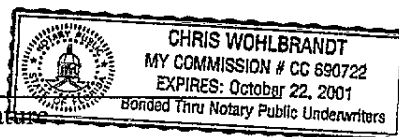
Garrett G. Carlson, Sr., Sole Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 9th day of June, 2000, by Garrett G. Carlson, Sr., as sole incorporator of Satellite Broadcasting Corporation I. He is personally known to me.



Notary Public - Signature



My Commission Expires:

Notary Public - Print Name
Commission No. _____

(Seal)

ACCEPTANCE BY REGISTERED AGENT

James D. Vogel, having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.



James D. Vogel

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