

ALL STAR SATELLITE SYSTEMS, INC.

29819 Morwen Place
Wesley Chapel, Florida 33543

P010000044074

April 19, 2001

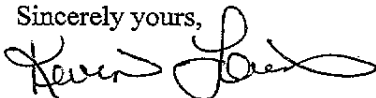
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: All Star Satellite Systems, Inc.

To whom it may concern:

Enclosed are an original and one (1) copy of the Articles of Incorporation and the original certificate of designation of registered agent for All Star Satellite Systems, Inc. I have also enclosed a check for \$78.75 for our filing fee, certified copy of our articles and certificate of status.

Sincerely yours,



Kevin Louis
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILED MAY 02 2001

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ARTICLES OF INCORPORATION

of

ALL STAR SATELLITE SYSTEMS, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

ALL STAR SATELLITE SYSTEMS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

29819 Morwen Place
Wesley Chapel, Florida 33543

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of performing satellite sales, repairs and all other related business activities permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one (\$1.00) par value Common Stock, which shall be designated " Common Shares ".

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Kevin Louis
29819 Morwen Place
Wesley Chapel, Florida 33543

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) which shall constitute a quorum. The names of the initial directors of the corporation are as follows:

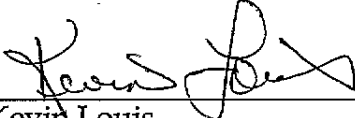
Kevin Louis, President
29819 Morwen Place
Wesley Chapel, Florida 33543

ARTICLE VIII - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation is as follows:

Kevin Louis, President
29819 Morwen Place
Wesley Chapel, Florida 33543

The undersigned has executed these Articles of Incorporation this 19th day of April 2001.



Kevin Louis President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

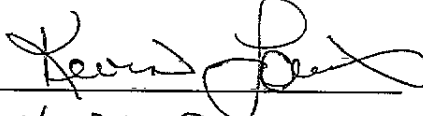
ALL STAR SATELLITE SYSTEMS, INC.

2. The name and address of the registered agent and office is:

Kevin Louis
29819 Morwen Place
Wesley Chapel, Florida 33543

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNED: 
DATE: 4-26-2001