CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301

Satellite Communications, Inc.

(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*****70.00 *****70.00

						J. 00
				Art of Inc. File		
				LTD Partnership File		. 4
						•
				Foreign Corp. File L.C. File		
					_	- · · · ·
				Fictitious Name File		
				Trade/Service Mark		
				Merger File	R. 101 J.	
				Art. of Amend. File	<u></u>	
				RA Resignation	PARTIE OF NO STORY	
				Dissolution / Withdrawal		
				Annual Report / Reinstatem		_
			/	Cert. Copy	MII: 30	
					30 716w	
				Certificate of Good Standin	g	
				Certificate of Status	· · ·	
				Certificate of Fictitious Nar	ne	
			<u></u>	Corp Record Search		
				Officer Search		
				Fictitious Search		-
Signature				Fictitious Owner Search		
8				Vehicle Search	 .	-
				Driving Record		<u> </u>
Requested by:	_			UCC 1 or 3 File	J. BRYAN JUN	2 5 200
	10/32/01	10.36		UCC 11 Search	· .	 ·
Name	Date	Time		UCC 11 Retrieval		- .
Walk-In	Will Pick Up			Courier		
174 Pander's Printing - Thomasville, GA 8/00						

ARTICLES OF INCORPORATION OF JUN 25 PM 2: 18

OF

X-cel Satellite Communications, Inc.

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

ARTICLE I: NAME

The name of the corporation is X-cel Satellite Communications, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 4814 W. Commercial Blvd., Tamarac, FL 33319.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Andrew N. Cove, Esq., 225 South 21st Avenue, Hollywood, Florida 33020.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is President: Michael Vidal, Vice-President: Carolina Reyes, Treasurer/ Secretary: Adam Jacobs, 4814 W. Commercial Blvd., Tamarac, FL 33319.

The undersigned has executed these Articles of Incorporation this 25th day of June 2001.

"Capital Connection, Inc. by Stacey Legget, Client Representative"

Stacey Leggett

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1.	The name of the corporation is:				
X-cel SAtellite Communications, Inc.					
2.	The name and street address of the registered agent and office				
is:					
	SULSUA FILS MUC 366				
	HOllywood, Florida 33020				

HAVE 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.

OI JUN 25 PM 2: 18
SECRETARY OF STATE
AND ANASSEE, FLORID