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BATEH & CLARK

ABRAHAM I. BATEH, P.A.  
ROSS T. CLARK  
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1558 SAN MARCO BOULEVARD  
JACKSONVILLE, FLORIDA 32207-2998  
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October 4, 2001

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-10/10/01--01042--001  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Sateilite Plus, Inc.

Dear Sir or Madam:

Enclosed is an original and copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$122.50, which represents the filing fee.

- |    |                      |         |
|----|----------------------|---------|
| 1. | Filing Fee           | \$35.00 |
| 2. | Certified Copy       | \$52.50 |
| 3. | Registered Agent Fee | \$35.00 |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to our office.

Your prompt attention to this matter is greatly appreciated. Should you have any questions, please do not hesitate to contact my office.

Sincerely,

  
Abraham I. Bateh

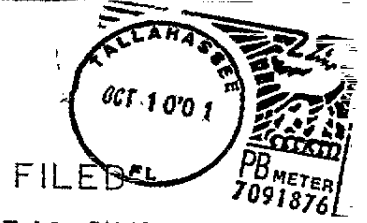
AIB/dse  
Enclosure(s)

FILED  
01 OCT 10 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. Mitchell

OCT 10 2001

ARTICLES OF INCORPORATION  
OF  
SATELLITE PLUS, INC.



01 OCT 10 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is SATELLITE PLUS, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 7826 Las Canas Court, Jacksonville, FL 32256, and the name of the initial registered agent at that address is Leon Bernstein. The address of the principal office of the corporation is 7826 Las Canas Court, Jacksonville, FL 32256.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided by the By-Laws. The names and street addresses of the initial director is:

Leon Bernstein, 7826 Las Canas Court, Jacksonville, FL 32256;

#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is: Leon Bernstein, 7826 Las Canas Court, Jacksonville, FL 32256. The incorporator of the corporation assign to this corporation his rights under the pertinent provisions of the Florida Statutes to constitute a corporation, and he assign to those persons designated by the Board of Directors any rights they may have as incorporators to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE VIII. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

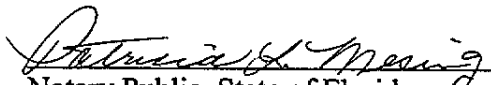
Incorporation this 28<sup>th</sup> day of September, 2001.

  
LEON BERNSTEIN

Before me, the undersigned authority, personally appeared Leon Bernstein, to me known to be the person who executed the foregoing Articles of Incorporation, and who is personally known to me and/or produced Florida Driver License as identification and acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28<sup>th</sup> day of September, 2001.



  
Notary Public, State of Florida

My Commission Expires:

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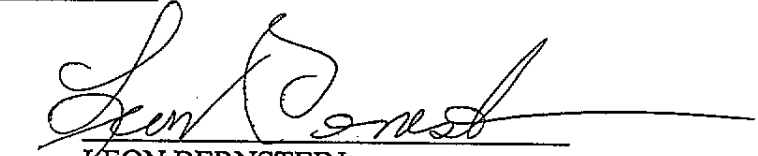
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ACCEPTANCE OF DESIGNATION

Pursuant to Section 48.901, Florida Statutes, the following is submitted:

1. That Satellite Plus, Inc., is desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at Jacksonville, Duval County, Florida, and has named Leon Bernstein, 7826 Las Canas Court, Jacksonville, FL 32256, as its agent to accept service of process within this State.
2. Having been named to accept service of process for the corporation named above, at the place designated in this Certificate, the undersigned agrees to act in that capacity and comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

Dated this 28<sup>th</sup> day of September, 2001.

  
LEON BERNSTEIN  
Registered Agent

FILED  
01 OCT 10 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA