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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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TALLAHASSEE, FLORIDA

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1.) Transponder Solutions, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
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5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
TRANSPONDER SOLUTIONS, INC.

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

ARTICLES I. NAME

The name of this corporation shall be Transponder Solutions, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 8018 W Gulf to Lake Hwy. Crystal River, FL 34429.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact all lawful business for which Corporations may be organized under the Florida Business Act.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares of stock that the corporation is authorized to issue 100 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock.

ARTICLE V. DURATION

The Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 8018 W Gulf to Lake Hwy., Crystal River, FL 34429, and the name of its initial Registered Agent at that address is David Carpenter.

ARTICLE VII. BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one Director. The Director shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

David Carpenter - President
8018 W. Gulf to Lake Hwy.
Crystal River, FL 34429

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is David Carpenter.

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ARTICLE IX AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned signed these Articles of Incorporation on January 4, 2002

David Carpenter
David Carpenter, Incorporator

STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, personally appeared David Carpenter, to me well known or who has produced _____ as identification, and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and who did/ did not take an oath.

WITNESS my hand and official seal on January 14, 2002.

Kathie L. Carpenter
NOTARY PUBLIC, State of Florida

KATHIE L. CARPENTER
Notary's Printed Name
Kathie L. Carpenter
My Commission CC772409
Expires September 3, 2002

My Commission Expires: _____

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision and said Act relative to keeping open said office.

Dated on January 14, 2002.

David Carpenter
DAVID CARPENTER, Registered Agent