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Transmittal Letter

FILED
02 MAR -4 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 24, 2002

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

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

SUBJECT: SUN CABLE SATELLITES, INC. (Proposed Corporate Name)

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for SUN CABLE SATELLITES, INC. In addition, a check for \$70.00 for filing fees.

Sincerely,

Daniel Lucia
Sun Cable Satellites
1702 Ridgewood Ave., Suite B
Holly Hill, FL 32117

400 Oakridge Blvd., Apt. 8
Daytona Beach, FL 32118

QB 3/12 ✓

**ARTICLES OF INCORPORATION
Of
SUN CABLE SATELLITES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 607, and/or Chapter 621, F.S. (Profit), the undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be *Sun Cable Satellites, Inc.*.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The principal place of business of the corporation is: *Sun Cable Satellites, 1702 Ridgewood Avenue, Suite B, Holly Hill, Florida 32117.*

The mailing address of the corporation's initial principal office is: *Sun Cable Satellites, 1702 Ridgewood Avenue, Suite B, Holly Hill, Florida 32117.*

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is to engage in any lawful activity permitted by the laws of the State of Florida.

**ARTICLE IV
SHARES**

The number of shares of stock, which the corporation shall have authority to issue, is *1,000 shares of no par value stock.*

**ARTICLE V
DIRECTORS**

The names and residence address of the persons constituting the initial board of directors is *Daniel Lucia, 400 Oakridge Blvd., Apt. 8, Daytona Beach, Florida 32118.*

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. The President or Vice-President may execute all other instruments executed by the corporation, including a release of mortgage or lien. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

ARTICLE VIII REGISTERED OFFICE AND AGENT

The name and Florida street address of the corporation's initial registered office and the name of its initial registered agent at such address is: *Daniel Lucia, Sun Cable Satellites, 1702 Ridgewood Avenue, Suite B, Holly Hill, Florida 32117.*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



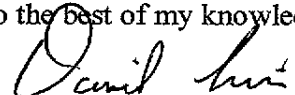
Daniel Lucia, Registered Agent

2-26-02

Date

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Daniel Lucia, Incorporator
1702 Ridgewood Avenue, Suite B, Holly Hill, Florida 32117

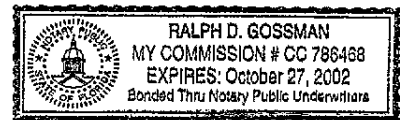
2-26-02


Date

State of Florida, County of Volusia, ss:

Subscribed and sworn to (or affirmed) before me this 26th day of

February, 2002





Notary Public