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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : I20010000247
Phone : (305) 673-0347
Fax Number : (305) 532-0738

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTICATION

5C SATELLITE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	0504 5
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 30, 2002

A 1 A CORPORATE SERVICES

SUBJECT: SC SATELLITE, INC.
REF: W02000021820

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE DOMESTICATION CERTIFICATE DOESN'T SHOW THE YEAR THE CORPORATION WAS FIRST FORMED. UNABLE TO FILE AS ENTERED.

If you have any further questions concerning your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

FAX Aud. #: H02000172883
Letter Number: 902A00045793

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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CERTIFICATE OF DOMESTICATION

The undersigned, SARA CEDENO, PRESIDENT,
(Name) (Title)

of 5C SATELLITE, INC. a foreign Corporation,
(Corporation Name)
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was AUGUST 31, 2000.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was NORTH CAROLINA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was 5C SATELLITE, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is 5C SATELLITE, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was NORTH CAROLINA
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am SARA CEDENO, of 5C SATELLITE, INC.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 26TH day of 2000, 2002

Sara Cedeno
(Authorized Signature)

PRESIDENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be :

5C SATELLITE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is :

1406 SE 46TH LANE

CAPE CORAL, FL 33904

ARTICLE III PURPOSE

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

ARTICLE IV SHARES

The number of shares of stock is:

1500 COMMON SHARES PAR VALUE \$.10

ARTICLE V INITIAL OFFICERS / DIRECTORS (optional)

The name(s), address(es), and title(s) of the directors and officers is

Chairman, President :

CEDENO, SARA

2918 SE 8TH PLACE CAPE CORAL, FL 33904

Director, Vice President, Treasurer :

CEDENO, RAUL

2918 SE 8TH PLACE CAPE CORAL, FL 33904

Secretary :

CEDENO, CINDY

2918 SE 8TH PLACE CAPE CORAL, FL 33904

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ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

A1A CORPORATE SERVICES INC.

1221 BRICKELL AVE. SUITE 900

MIAMI, FL 33131

ARTICLE VII INCORPORATOR

The name and Florida street address of the incorporator is:

A1A CORPORATE SERVICES INC.


1221 BRICKELL AVE. SUITE 900

MIAMI, FL 33131

ARTICLE VIII

No director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that the foregoing clause shall not apply to any liability of a director or officer (I) for any breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (II) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (III) for any transaction from which the director or officer derived an improper personal benefit. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney's fees and expenses to any person who is or was an officer or director of the Corporation.

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.

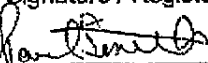


PAUL SMITH, VICE PRESIDENT

07-29-02

Signature / Registered Agent

Date



PAUL SMITH, VICE PRESIDENT

07-29-02

Signature/Incorporator

Date

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