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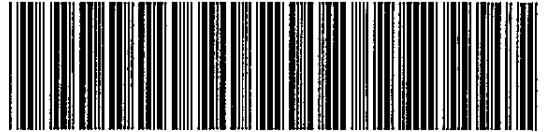
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
GALAXY PRIME NETWORK, INC.**

05 JUL 25 PM 3: 34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I**

The name of the Corporation is Galaxy Prime Network, Inc.

**ARTICLE II**

The duration of the Corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which the Corporation is organized are to engage in any activities or business permitted under the laws of the State of Florida.

**ARTICLE IV**

Shares

NUMBER: The aggregate number of shares that the Corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$1.00 per share,

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

DIVIDENDS: The holder(s) of the outstanding Capital Stock shall be entitled to receive, when as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of Capital Stock of the Corporation.

CLASSES OF STOCK: The shares of the Corporation are not to be divided into classes.

SERIES: The Corporation is not authorized to issue shares in series.

**ARTICLE V**

Initial Registered Office and Agent

The initial registered agent is:

Keven S. Mitchell

The initial registered office is:

1246 Popinjay Avenue  
Lake Placid, FL 33852  
863/465-1200

## **ARTICLE VI**

### **Board of Directors**

The Board of Directors shall always consist of at least one person. The names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholder(s), or until their successors have been selected and qualified are as follows:

Keven S. Mitchell	1246 Popinjay Avenue	Lake Placid, FL 33852
Leigh Anne Mitchell	1246 Popinjay Avenue	Lake Placid, FL 33852
Melynda A. Mitchell	1246 Popinjay Avenue	Lake Placid, FL 33852

## **ARTICLE VII**

### **Initial Incorporator**

The name and street address of this Incorporator of this Corporation shall be: Keven S. Mitchell, 1246 Popinjay Avenue, Lake Placid, Florida 33852.

## **ARTICLE VIII**

### **Shareholder Action**

Three-fourth's (3/4th's) of the Stockholder(s) of the Corporation shall be required for any shareholder action.

## **ARTICLE IX**

### **Power to Adopt, Amend, Alter, Change or Repeal Articles**

The Shareholder(s) shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved by a Stockholder's Meeting, with not less than a three-fourth's (3/4th's) vote of the common stock.

## **ARTICLE X**

### **Pre-emptive Rights to Purchase Shares**

The holder(s) of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholder(s), such as the share of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder of all common stock currently authorized.

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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, and names and addresses of the Officers.

1. The name of the Corporation is: Galaxy Prime Network, Inc.
2. The corporation's principal office and mailing address is: 1246 Popinjay Avenue  
Lake Placid, Florida 33852
3. The name and address of the Registered Agent and office is: Keven S. Mitchell

NAME

1246 Popinjay Avenue, Lake Placid, Florida 33852

ADDRESS (POB is not acceptable)

HAVING 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.

Signature: Keven S. Mitchell

Date: 7/21/05

**OFFICERS**

**TITLE**

**SPECIFIC ADDRESSES**

Keven S. Mitchell	President	1246 Popinjay Avenue, Lake Placid, FL 33852
Leigh Anne Mitchell	Vice President	1246 Popinjay Avenue, Lake Placid, FL 33852
Melynda A. Mitchell	Secretary/Treasurer	1246 Popinjay Avenue, Lake Placid, FL 33852