

ENTERTAINMENT SATELLITE
COMMUNICATION SERVICES INC.

PAID 146555

Sec. of State
Division of Corporations
P.O. Box 62327
Tallahassee, FL 32314-6327

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To whom it may concern:

Attached please find original and one copy of the Articles of Incorporation for **ENTERTAINMENT SATELLITE COMMUNICATION SERVICES**, together with a money order for the amount of 122.00 payable to The State of Florida, Secretary of State.

This amount covers \$70.00 filing fee and \$52.00 to cover the cost of a certified copy. Please mail your reply to Mr. German Delgado, 4233 S.W. 147 CT. Miami, FL. 33185.

Thank you for your assistance in this matter.



German Delgado

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2000-01-14
10:10

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KSW
2/8/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1995

GERMAND DELGADO
4233 S.W. 147 CT.
MIAMI, FL 33185

SUBJECT: ENTERTAINMENT SATELLITE COMMUNICATION SERVICES
CORPORATION
Ref. Number: W95000003878

We have received your document for ENTERTAINMENT SATELLITE
COMMUNICATION SERVICES CORPORATION and check(s) totaling \$122.00.
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(904) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 995A00007600

ADD 1-CL 68-2 DFL6000

ENTERTAINMENT SATELLITE
COMMUNICATION SERVICES INC.
5625 N. W. 84 Avenue
Miami, FL 33166

The Secretary of State
State of Florida
Division of Corporations
P. O. Box 62327
Tallahassee, FL 32314-6327

To whom it may concern:

Attached please find original and one copy of the Articles of Incorporation for **ENTERTAINMENT SATELLITE COMMUNICATION SERVICES**, as ammended on 2/23/95, together with a copy of your letter No. 995A00007600 dated February 20, 1995, in accordance with your instructions.

Our lease documents have been duly signed, and the business address is as noted on this letterhead.

As time is of the essence, we would appreciate an expedient processing of our documents of incorporation.

Thank you for your assistance in this matter.

Sincerely,


Mr. Germán Delgado, President
Entertainment Satellite
Communications Services Corporation

ARTICLES OF INCORPORATION
OF
ENTERTAINMENT SATELLITE
COMMUNICATION SERVICES CORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida, rights, privileges, immunities and liabilities of corporation for profits.

ARTICLE I

The name of the corporation shall be:

Entertainment Satellite Communication Services Corporation

Its business shall be carried on in the County of Dade, State of Florida and in the United States of America and foreign countries.

ARTICLE II

The general nature of the business or businesses to be transacted by the said corporation shall be:

- a. To conduct, operate, carry on and engage in the business of towing vehicles of any and all kinds and types whatsoever; including engaging in any and all activities in any way incidental or connected thereto.
- b. To transact the business of real estate agent, or broker and on behalf of other, to buy, sell, deal in, lease, rent and manage real estate and any interest therein.
- c. To purchase and manage houses, home buildings of every kind and character whatsoever.

d. To subdivide, plat or otherwise improve lands, and real estate, including the locating, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, wells and canals.

e. To manufacture, buy, sell, trade and generally deal in brick, stone, lumber, cement, and any and all materials capable of use in the construction of any kind of building and to generally carry on the business of dealers in new and second hand building materials.

f. To finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

g. To conduct a general brokerage agency and commission business for others in the purchase, sale, management, improvement, development and construction of land and buildings and the negotiation of loans thereof, to act as trustee in deeds of trust and mortgages on real and personal property or any evidences of value, to secure them and to act as agents for letting houses and lands and the collection of rents and payment of taxes.

h. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invent, trade, deal in with goods, wares, merchandise and real and personal property or every class and description.

i. To acquire and pay for in cash, stocks or bonds of this corporation or otherwise the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association or corporation.

j. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock or bonds, securities or evidences of

indebtedness of or created by any other corporation or corporations organized under the laws of this State, country, nation or government, or foreign government, and while the owner thereof, to exercise all the rights, powers and privileges or ownership.

k. To issue bonds, debentures, or obligations of this corporation and to secure the same by mortgage, pledge, deed, or trust.

l. To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

m. To have one or more offices to carry on all or any of its operations and business and without restrictions, or limit as to the amount, to purchase or otherwise acquire, hold, own mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the State, districts, territories, or colonies in the United States, or foreign countries.

n. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, pledge, lease, sell, assign or otherwise dispose of, formulas, secret processes, distinctive mark, improvements, processes, trade marks, trade names, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters patent or issued by any country or authority and to issue, exercise, develop and grant licenses in respect thereof, or otherwise turn the same to account.

o. In general, to carry on any other business in connection with the foregoing,, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under the Act approved June 1, 1925, and the

amendments thereof and supplements thereto and to do any and all of the things hereinafore set for the same extent as natural persons might or could do.

p. To purchase, acquire, apply for, secure, hold or own any and all copyrights, trademarks, trade names, and distinctive marks and to license, lease or authorize the use thereof by other persons, firms or corporations, both domestic and foreign.

q. To engage in the carrying of general business or manufacturing and selling electrical and mechanical products, equipment, parts, devices, instruments, specialty products, including research, development, design, maintenance, repair and conversion of electrical and mechanical products, to purchase, lease or otherwise acquire such grounds or buildings as this corporation may need for storage, warehousing, office, factory space, any other purpose on its business.

r. To establish, purchase, lease or Lessee, or otherwise acquire, to own, operate, and maintain and to seal, mortgage, lease, lease as Lessor, and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein.

ARTICLE III

The maximum number of shares of stock of this corporation shall be ONE HUNDRED (100) shares of stock said shares having a par value of \$1.00 and be fully paid and nonassessable, all of which shall be common stock. Said shares of stocks shall be issued, sold or transferred only in accordance with the By-laws of the corporation as the corporation may vary from time to time, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation and such lien shall be superior to all liens of any character and all assignments and transfers of stock of this corporation shall be subject to.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be One Hundred Dollars (\$100.00)

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial post office address and the registered office of this corporation in the State of Florida is:

5625 N. W. 84 Ave.
MIAMI, FLORIDA 33166

ARTICLE VII

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by-laws adopted by the stockholders up to decreased from time to time by-laws adopted by the stockholders up to nine directors but shall never have less than one.

ARTICLE VIII

The name and post office address of the first Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified as follows:

Germán Delgado, President	Gustavo Suárez, Secretary
5625 N. W. 84 Avenue	4233 S. W. 147th. Court
Miami, Florida 33166	Miami, FL 33185

ARTICLE IX

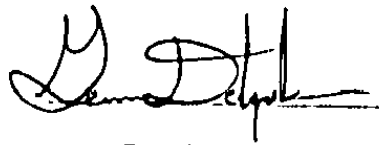
Pursuant to sections 48.091 and 607.164 (1h) , Florida Statutes, the initial Registered office and Registered Agent of this corporation shall be:

German Delgado, 5625 N. W. 84 Avenue, Miami, Fl. 33185.

The Registered Office and Registered Agent May be changed from time to time by filing with the Secretary of State or Florida a certificate designating a new Registered Office and Registered Agent without the necessity of amending these Articles of Incorporation.

Having been named Resident Agent for **ENTERTAINMENT SATELLITE COMMUNICATION SERVICES CORPORATION**, I hereby accept to act in this capacity.

IN WITNESS WHEREOF, the incorporation has hereunto set his hand and seal this 23 day of February, 1995.

A handwritten signature in black ink, appearing to read 'German Delgado', written over a horizontal line.

German Delgado

STATE OF FLORIDA:

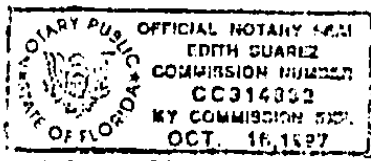
COUNTY OF DADE:

BEFORE ME, the undersigned authority, personally appeared GERMAN DELGADO to me known to be the person described in and who subscribed the above and foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set hand and affixed my official seal at Miami, Dade County, State of Florida, this 23 day of February, 1995.

Edith Suarez

My Commission Expires:



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CLERK

P95000018555

February 6, 1996

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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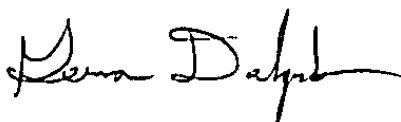
TO WHOM IT MAY CONCERN:

The attached Articles of Dissolution of ENTERTAINMENT SATELLITE COMMUNICATION SERVICES CORPORATION are filed in compliance with Section 607.1403, Florida Statutes.

The corporation filed Articles of Incorporation on March 8, 1995, and was assigned the Document Number P95000018555. The corporation ceased business officially on July 31, 1995. A meeting of the Board of Directors on August 1, 1995, obtained quorum and a majority of votes in favor of the dissolution of the corporation, after all debts were duly paid for, and all assets liquidated.

As of this date, February 6, 1996, no debt remains outstanding, any and all obligations duly satisfied by the corporation.

Signed this 6th. day of February, 1996:



Germán Delgado
President
c/o 4233 S. W. 147th. Court
Miami, FL 33185

FILED
96 FEB 12 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Attached: CK N° 3268, 2/8/96. \$35.00 filing fee

2/15
John
Vol. Diss.

ARTICLES OF DISSOLUTION

FILED
96 FEB 12 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution:

FIRST : The name of the corporation is: ENTERTAINMENT SATELLITE COMMUNICATION SERVICES CORPORATION.

SECOND : The date dissolution was authorized: August 1st., 1995

THIRD : Adoption of dissolution:

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

The number of votes cast for dissolution was sufficient for approval by the Board of Directors.

Signed this 1st. day of August, 1995

**ENTERTAINMENT SATELLITE COMMUNICATION SERVICES
CORPORATION**

By: 

GERMAN DELGADO, President.