

Wallace J. D. Weylie
BARRISTER & SOLICITOR
ATTORNEY-AT-LAW

REPLY TO:

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P95000043023

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

May 24, 1995

RE: Incorporation - S.A.T. Entertainment Systems Inc.

Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is my check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to me.

Thank you for your assistance.

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-05/26/95--01065--013
****122.50 ****122.50

Sincerely,

Wallace Weylie

Wallace J D. Weylie
Attorney-at-Law

WJW

ARTICLES OF INCORPORATION

OF

S.A.T. Entertainment Systems Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

S.A.T. Entertainment Systems Inc.

The principal place of business of this corporation shall be:

**13819-G Walsingham Rd.,
Box 132, Largo, FL 34644**

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

95 MAY 26 PM 1:00
FILED
TALLAHASSEE, FLORIDA

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Anthony A. Busuttil
RR #3 Powassan, Ontario P0H 1Z0

ARTICLES VI - INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

Anthony A. Busuttil
RR #3 Powassan, Ontario P0H 1Z0

In Witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 31th day of March, 1995.

Signature of Incorporator:


Anthony A. Busuttil

Province of Ontario

Judicial District of Perry Sound

The foregoing instrument was acknowledged before me this
M 31th day of March, 1995 by Anthony A. Busuttil of S.A.T.

Entertainment Systems Inc. who is personally known to me or who
has produced a Ontario driver's license as identification
and who did take an oath.


Notary Public

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

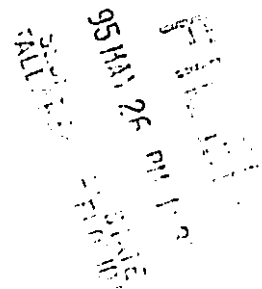
1. The name of the corporation is: S.A.T. Entertainment Systems Inc.
2. The name and address of the registered agent and office is:

Wallace J. D. Weylie
350 Gulf Blvd.,
Indian Rocks Beach, Florida 34635

Signature: *Wallace J. D. Weylie*

Title: *President*

Date: *Mar 31/95*



Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature *Wallace J. D. Weylie*
Wallace J.D. Weylie

Date *March 31, 1995*