

2/10/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE IT COMPANY

DEPARTMENT OF STATE

148 WEST LAGER ST

TALLAHASSEE, FL 32399

SUITE 200 MIAMI FL 33131-0550

FAX (904) 922-4000

CONTACT: RAY STORRONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H9600002310))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNIVERSAL SATELLITE T.V., INC.

FAX AUDIT NUMBER: H9600002310

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/10/1996

TIME REQUESTED: 12:01:09

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CERTIFICATE OF STATUS: 0

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95 FEB 15 PM 4:58  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

UNIVERSAL SATELLITE T.V., INC.

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THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: UNIVERSAL SATELLITE T.V., INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 1555 N. COCOA BLVD. COCOA FL 32922

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

1

RAY STORMONT  
EMPIRE CORPORATE KIT COMPANY  
1492 West Flagler Street # 200  
Miami, Florida 33135-2209  
(305) 541-3694

RAY STORMONT  
EMPIRE CORPORATE KIT COMPANY  
1492 West Flagler Street # 200  
Miami, Florida 33135-2209  
(305) 541-3694

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to affect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$ 1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: MICHAEL J. PAPA  
1555 N. COCOA BLVD.  
COCOA FL 32922

ARTICLE VII

The initial board of Directors shall consist of a total of 3 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

PRESIDENT  
JOHN HARDY

11616 KIRBY SMITH ROAD ORLANDO FL 32832

VICE PRESIDENT  
MICHAEL J. PAPA

1555 N. COCOA BLVD. COCOA FL 32922

SECRETARY/TREAS.  
GORDON GEMMA

31 SERAND AVE. OCEANPORT NJ 07757

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.  
1492 W. FLAGLER STREET #200  
MIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 16 day of FEBRUARY, 1996.

  
\_\_\_\_\_  
Incorporator  
RAY C. STORMONT FOR  
EMPIRE CORPORATE KIT OF AMERICA, INC.

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

First that UNIVERSAL SATELLITE T.V., INC.  
(Name of Corporation)  
desiring to organize under the laws of the State of FLORIDA  
(Florida)  
with its principal office, as indicated in the articles of incorporation has named MICHAEL J. PAPA  
(Name of Registered Agent)  
located at 1555 N. COCOA BLVD.  
City of COCOA County of BREVARD  
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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 *Michael J. Papa*  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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To [unclear] COMPANY  
**P96000015033**

ENCLOSED PLEASE FIND THE ARTICLES OF DISSOLUTION FOR UNIVERSAL SATELLITE T.V., INC, WHICH NEVER COMMENCED BUSINESS SINCE FEB. 20<sup>TH</sup> 1996 ITS INCEPTION DATE. IT IS IMPERATIVE IF POSSIBLE TO DISSOLVE THIS CORPORATION BEFORE YEAR END BECAUSE OF THE MINIMUM CORPORATE YEARLY FEES WHICH AT PRESENT I DO NOT HAVE FOR A CONTINUING CORPORATION THAT HAS NOT DONE ANY BUSINESS. THE \$35 FOR DISSOLUTION + 8.75 FOR THE CERTIFICATE OF STATUS IS ENCLOSED.

APPROVED AND FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
NOV 27 1996

MY PHONE # IS (407) 631-9011  
MY ADDRESS IS



Michael J Papa  
4257 Piedras St  
Cocoa FL 32927-8555

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-12/27/96--01042--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

THE ADDRESS OF UNIVERSAL SATELLITE T.V., INC.  
CERT. ID # 15-04-077407-6  
SIC 4833  
WIS →



I WOULD GREATLY APPRECIATE IF YOU COULD DISSOLVE THIS CORP. UNIVERSAL SATELLITE T.V., INC. BEFORE YEAR END. THANK-YOU

YOURS TRULY  
Michael J. Papa  
PRESIDENT

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12-27-96  
Xent of Sta  
P96000015033



## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: UNIVERSAL SATELLITE T.V., INC.

SECOND: The articles of incorporation were filed on: FEB. 26, 1996

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 16<sup>TH</sup> day of DECEMBER, 19 96.

Signature Michael J. Papa PRESIDENT  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

MICHAEL J. PAPA  
(Typed or printed name)

PRESIDENT/Dic.  
(Title)

SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

96 DEC 27 PM 12: 28

APPROVED  
AND  
FILED

# P96000015033

Requestor's Name

Michael J. Papa  
1555 N. Cocoa Blvd.  
Cocoa, Fl. 32922

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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TALLAHASSEE FLORIDA

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

*Revocation of Volds.*

VA MAR 28 1997

ARTICLES OF REVOCATION OF DISSOLUTION

DATE: March 20, 1997

TO: Florida Department of State  
Sandra B. Mortham  
Secretary of State  
P.O. Box 6327  
Tallahassee, Fl. 32314

ATTEN: Amendment Section

FROM: Michael J. Papa  
1555 N. Cocoa Blvd.  
Cocoa, Fl. 32922  
PH: 407-636-0023 FX: 407-631-0063

WE WOULD LIKE TO RE-INSTATE:

NAME OF CORP: Universal Satellite T.V., Inc., a Florida Corporation

EFFECTIVE DATE OF DISSOLUTION: 12/27/96

Signed By:

*Michael J. Papa*  
Michael J. Papa President &  
100% Shareholder

P.S. Please find enclosed the check for \$35.00 and advise us as soon as possible of the re-instatement.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**REVOCATION OF DISSOLUTION  
BY UNANIMOUS CONSENT OF ALL SHAREHOLDERS  
OF UNIVERSAL SATELLITE T.V., INC.**

Universal Satellite T.V., Inc., a corporation organized under the laws of the State of Florida, filed on February 16, 1996, was voluntarily dissolved on December 27, 1996 (Document No. P96000015003).

By a meeting of all of the Shareholders dated March 21, 1997 as evidenced by their execution below, all of the shareholders unanimously agreed that the December 27, 1996 dissolution should be revoked and the corporation re-instated as a valid entity entitled to do business in the State of Florida.

The Officers and Directors of the Corporation shall remain as originally provided and are as follows:

- a. Michael J. Papa, President
- b. Gordon N. Gemma, Vice-Pres./Sect.

All other aspects of the original and amendments of the Certificate of Incorporation and By-Laws shall remain as they existed prior to the dissolution.

This Certificate has been signed this 21st day of March, 1997, by all the Shareholders of the Corporation and its officers.

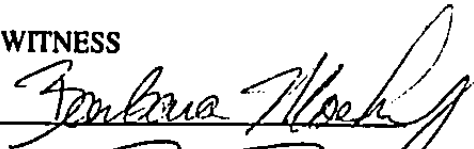

ATTEST

BY:   
Gordon N. Gemma, Sect.



Universal Satellite T.V., Inc.

BY:  PRESIDENT  
Michael J. Papa, Pres.

WITNESS

SHAREHOLDERS:

  
Michael J. Papa  
  
Gordon N. Gemma

# ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: UNIVERSAL SATELLITE TV, INC.

SECOND: The articles of incorporation were filed on: FEB. 26, 1996

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 16<sup>TH</sup> day of DECEMBER, 19 96

Signature Michael J. Papa PRESIDENT  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

MICHAEL J. PAPA

(Typed or printed name)

PRESIDENT/Dir.

(Title)

SECRET  
FILED  
FLORIDA

95 DEC 27 1996

APPROVED  
AND  
FILED