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Law Offices
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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-04/02/96--01075--010
****122.50 ****122.50

Re: LITTLE VIC'S SATELLITE, INC.

Dear Sir:

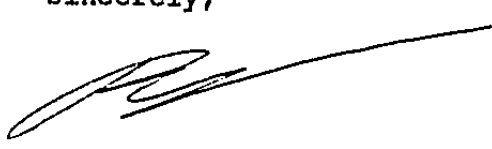
In reference to the above, please find enclosed the following:

1. Articles of Incorporation of LITTLE VIC'S SATELLITE, INC.
2. Designation of Registered Agent.
3. Check in the amount of \$122.50 covering the following:

| | |
|-------------------------|----------|
| a. Filing Fee | \$ 35.00 |
| b. Registered Agent Fee | \$ 35.00 |
| c. Certified Copy | \$ 52.50 |

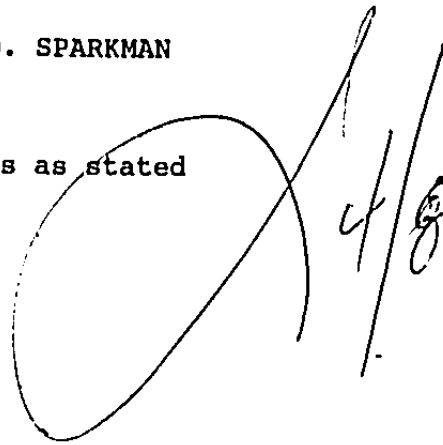
Please file the original, certify the copy, and return same to this office.

Sincerely,


RICHARD D. SPARKMAN

RDS/tl

Enclosures as stated



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STATE OF FLORIDA
APR 2 1996
PM 2:51
S6 APR - 1

ARTICLES OF INCORPORATION
OF
LITTLE VIC'S SATELLITE, INC.

The undersigned subscriber, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this corporation is LITTLE VIC'S SATELLITE, INC.

ARTICLE TWO

DURATION

The duration of this corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The purpose of this corporation is the transaction of any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

STOCK

The corporation shall have authority to issue 7,500 shares of common stock consisting of one class only. The stock shall have a par value of \$1.00 per share.

ARTICLE FIVE

SUBSCRIBERS

The name and street address of the subscriber of the initial issue of stock under these Articles of Incorporation is Victor George, 4381 3rd Avenue N.W., Naples, Florida 33999.

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95 APR - 1 PM 2:57

ARTICLE SIX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office shall be 307 Airport Road North, Naples, Florida 33942. The name of the initial registered agent at such address shall be Richard D. Sparkman.

ARTICLE SEVEN

CORPORATION'S PRINCIPAL OFFICE

The corporation's principal address is 1935 County Road 951, Naples, Florida 33999.

ARTICLE EIGHT

MANAGEMENT

The corporation shall be managed by the shareholders of the corporation instead of a Board of Directors.

ARTICLE NINE

INCORPORATORS

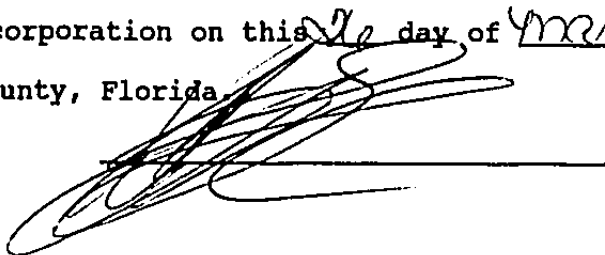
The name and address of the Incorporator is Victor George, 4381 3rd Avenue N.W., Naples, Florida 33999.

ARTICLE TEN

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed the foregoing Articles of Incorporation on this 26 day of MARCH, 1996, in Naples, Collier County, Florida.



STATE OF FLORIDA

COUNTY OF COLLIER

Before me personally appeared VICTOR GEORGE, known to me personally or identified to me by personally known as the person described in and who executed the foregoing instrument, and acknowledge to and before me that he executed said instrument for purposes therein expressed.

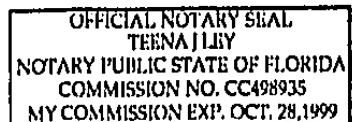
WITNESS my hand and official seal, this 26 day of MARCH 1996.

Deena J. King
Notary Signature

Printed Name _____

Seal: _____

Commission No. _____



DESIGNATION OF REGISTERED AGENT

VICTOR GEORGE, the incorporator of LITTLE VIC'S SATELLITE, INC. hereby designates RICHARD D. SPARKMAN of 307 Airport Road North, Naples, Florida 33942, to be the registered agent of LITTLE VIC'S SATELLITE, INC. and RICHARD D. SPARKMAN by and through this document, hereby accepts the appointment to be registered agent of LITTLE VIC'S SATELLITE, INC.


Incorporator

RICHARD D. SPARKMAN

March, 1996. SWORN TO and subscribed before me on this 00 day of ____


Notary Public

Printed Name of Notary

Seal:


My Commission Expires:

OFFICIAL NOTARY SEAL
TEENA JLEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC498935
MY COMMISSION EXPI. OCT. 28, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR - 1 PM 2:57

WRITTEN ACCEPTANCE BY REGISTERED AGENT FOR
LITTLE VIC'S SATELLITE, INC.

I HEREBY am familiar with and accept the duties and
responsibilities as registered agent for said corporation.


VICTOR GEORGE

SWORN TO and subscribed before me on this 26 day
of March, 1996.


Notary Public

Printed Name of Notary Public
Seal:
My Commission Expires:

OFFICIAL NO.
TEENA J
NOTARY PUBLIC ST.
COMMISSION NO.
MY COMMISSION EXPI

OFFICIAL NOTARY SEAL
TEENA JLEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC498935
MY COMMISSION EXP. OCT. 28, 1999