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Attorneys at Law

KEITH WATSON
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MELANIE W. HARTMAN
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REPLY TO:
6825 LILLIAN ROAD

March 28, 1996

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

200001765832
-04/02/96--01017--002
*****70.00 *****70.00

RE: SATELLITE HOME THEATER WAREHOUSE CO.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of \$70.00, payable to the Secretary of State, in payment of the requisite filing fee.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning a file-stamped copy to my office in the stamped, self-addressed envelope provided for your convenience.

Thank you for your assistance in this matter.

Sincerely yours,

Lisa Troxel
Lisa Troxel
Legal Assistant

PMC 4/8/96

/It
Encls.

FILED
96 APR - 1 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUITE 280, 3030 HARTLEY ROAD
JACKSONVILLE, FLORIDA 32257
(904) 260-6629
FAX (904) 260-6744

6825 LILLIAN ROAD
JACKSONVILLE, FLORIDA 32211
(904) 724-8333
FAX (904) 727-8890

208 PONTE VEDRA PARK DRIVE, SUITE 101
PONTE VEDRA BEACH, FLORIDA 32082
(904) 273-7009
FAX (904) 273-6370

SUITE 2, 1566 DUNN AVENUE
JACKSONVILLE, FLORIDA 32218
(904) 757-7830
FAX (904) 757-7527

ARTICLES OF INCORPORATION

FOR

SATELLITE HOME THEATER WAREHOUSE CO.

FILED

96 APR -1 PM 4:30

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is SATELLITE HOME THEATER WAREHOUSE CO.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of marketing and installing home satellite systems, and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than twenty-five (25) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

NAME

SHARES

Richard P. Briggs

100

ARTICLE SIX

The street address of the corporation is 1785 Rogers Road, Jacksonville, Florida 32211.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is one (1).

The name, address and title of each person who is to serve as a member of the initial board of directors are:

NAME

ADDRESS

Richard P. Briggs, Director, President,
Vice President, Secretary and Treasurer

8930 County Road 16A
St. Augustine, FL 32092

ARTICLE EIGHT

The name and address of each incorporator are:

NAME

ADDRESS

Richard P. Briggs

8930 County Road 16A
St. Augustine, FL 32092

ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a 51% vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Jacksonville, Florida on this 27th day of March, 1996.

WITNESSES:

Deborah L. Ray
John Zanol

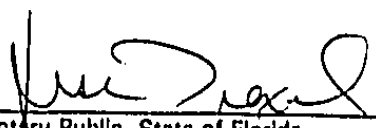
INCORPORATOR:

[Signature]
RICHARD P. BRIGGS

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared RICHARD P. BRIGGS, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of March, 1990.



Notary Public, State of Florida
My Commission Expires:
SEAL



FILED

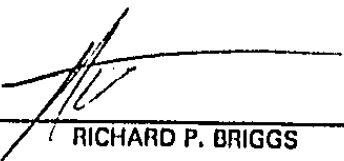
INITIAL REGISTERED AGENT OF SATELLITE HOME THEATER WAREHOUSE CO.

98 APR -1 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The address of the initial registered agent of the corporation is 1785 Rogero Road, Jacksonville, Florida 32211, and the name of its initial registered agent at such address is Richard P. Briggs.

By his signature below, Richard P. Briggs accepts designation as registered agent of Satellite Home Theater Warehouse Co.



RICHARD P. BRIGGS