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4/18/96 ORION DIVISION OF CORPORATIONS 10:53 AM
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101 DIVISION OF CORPORATIONS FROM: FAGS- CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
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((H96000005477))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.O.
NAME: ORION NETWORK COMMUNICATIONS, INC.
FAX AUDIT NUMBER: H96000005477 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/18/1996 TIME REQUESTED: 10:53:34
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
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** ENTER 'M' FOR MENU. **

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96 APR 18 PM 5:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

60418 4/18/96
4/19

ARTICLES OF INCORPORATION**OF**

ORION NETWORK COMMUNICATIONS, INC.

FILED
JAN 10 1991
CLERK OF COURT
JAN 10 1991
CLERK OF COURT

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

ARTICLE I NAME

The name of the corporation shall be: ORION NETWORK COMMUNICATIONS, INC.

The principal place of business of this corporation shall be: 5340 S.W. 154th Court
Miami, FL 33185

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.

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: 1,000 Shares

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

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

President: Gerardo Gera 5340 S.W. 154th Ct. 51% of the Shares
Miami, FL 33185

V/President: David Tomecko 10220 S.W. 102nd Ave. 49% of the Shares
Miami, FL 33176

Prepared by: Gerardo Gera
5340 S.W. 154th Ct.
Miami, FL 33185
(305) 551-1547

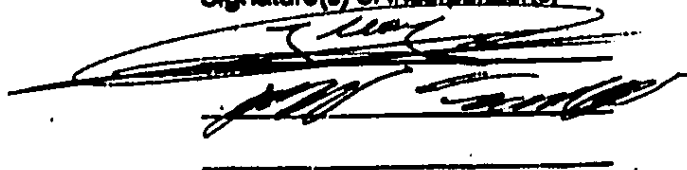
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Gerardo Gora 5340 S.W. 154th Ct.
David Tomecko Miami, Fl 33185

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 18th day of April, 1996

Signature(s) of Incorporator(s)

The block contains two handwritten signatures. The first signature is written over a horizontal line and appears to be 'Gerardo Gora'. The second signature is written below the first, also over a horizontal line, and appears to be 'David Tomecko'. Both signatures are in dark ink and are somewhat stylized.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/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/registered agent, in the State of Florida.

1. The name of the corporation is: ORION NETWORK COMMUNICATIONS, INC.

2. The name and address of the registered agent and office is:

Gerardo Gora 5340 S.W. 154th Ct.

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33185

(CITY/STATE/ZIP)

SIGNATURE 

(corporate officer)

TITLE Vice President

DATE 4/18/96

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, FLORIDA STATUTES.

SIGNATURE 

DATE 04/18/96

REGISTERED AGENT FILING FEE: .