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April, 17, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

2000001791152
-04/23/96--01146--009
***122.50 ***122.50

RE: GALAXY HOME ENTERTAINMENT, INC.

Dear Sir:

Please find enclosed an original and one copy of Articles of Incorporation for the above referenced corporation, together with Designation of Resident Agent and my check in the amount of \$122.50 representing the following:

Filing Fee.....	\$35.00
Resident Agent.....	35.00
Certified copy of Articles.....	52.50
Total.....	\$122.50

EFFECTIVE DATE
4-17-96

Very truly yours,


Alonzo H. Hardesty, III

FILED
96 APR 22 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AHH/pr
Enclosures
cc: Paul Casassa
Carl Francis

APR 26 1996

BSB

**ARTICLES OF INCORPORATION
OF
GALAXY HOME ENTERTAINMENT, INC.**

ARTICLE I - NAME

EFFECTIVE DATE

4-17-96

The name of the corporation is GALAXY HOME ENTERTAINMENT, INC..

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles

ARTICLE III - PURPOSE

The corporation is organized for the following purposes:

A. To engage in the business of selling, installing, and maintaining satellite systems and audio-video equipment of every kind and nature.

B. To engage in any activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) Shares, all of one class, at Ten (\$10.00) Dollar par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE

The address of the principal office of the corporation is 1233 Bachman Avenue, Deltona, Florida . The mailing address of the corporation is 1233 Bachman Avenue, Deltona, Florida 32725.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1233 Bachman Avenue, Deltona, Florida, and the name of its initial registered agent at such address is CARL FRANCIS.

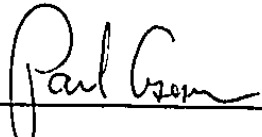
ARTICLE VIII - MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders of the corporation.

ARTICLE IX - INCORPORATOR

The name and address of the person executing these Articles of Incorporation is PAUL CASASSA, 250 Adlaide Street, DeBary, Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of April, 1996.

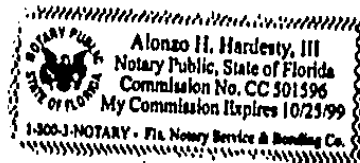


PAUL CASASSA (SEAL)

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared
PAUL CASASSA, to me known to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged to and
before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 17th day of April, 1996.



CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034 of the
Florida Statutes, the following is submitted:

That GALAXY HOME ENTERTAINMENT, INC. desiring to qualify
under the laws of the State of Florida, with its principal place
of business located at 1233 Bachman Avenue, Deltona, Florida, has
named CARL FRANCIS, located at 1233 Bachman Avenue, Deltona,
Florida 32725, as its agent to accept service of process within
Florida.

Dated this 17th day of April, 1996.



PAUL CASASSA, Incorporator

FILED
APR 22 PM 1:56
CLERK OF STATE
TALLAHASSEE, FLORIDA
(SEAL)

Having been named to accept service of process for GALAXY
HOME ENTERTAINMENT, INC. 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.

Dated this 17th day of April, 1996.


CARL FRANCIS

(SEAL)