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WEISS & HERNANDEZ, P.A.

1401 BRICKELL AVENUE • SUITE 300
MIAMI, FLORIDA 33131
TELEPHONE (305) 388-1800
FAX (305) 388-1841

MICHAEL N. WEISS
EUGENIO HERNANDEZ
LUIS A. CORDERO

DAMARIS Y. GARCIA
REBECA P. YAKEN
MANJULA KALIDINDI

OF COUNSEL
WILLIAM B. TAFFET*
DINA BEN-ARI*

* ADMITTED IN NY

BOCA RATON OFFICE
6300 TOWN CENTER ROAD
SUITE 801
BOCA RATON, FLORIDA 33433
TELEPHONE (407) 393-7400
FAX (407) 393-9874

PALM BEACH GARDENS OFFICE
4300 NORTHLAKE BOULEVARD
SUITE 100
PALM BEACH GARDENS, FLORIDA 33410
TELEPHONE (407) 887-4700
FAX (407) 881-0417

April 30, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

TELEPHONE (904) 493-1500
FAX (904) 493-1118
***\$122.50 ***\$122.50

Re: Incorporation of: Space Network Corp.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Space Network Corp. and our check in the sum of \$122.50.

Please return one certified copy to our office in the Federal Express envelope provided.

Thank you for your cooperation.

Very truly yours,

WEISS & HERNANDEZ, P.A.

Michael N. Weiss

MNW/dmp
Enclosures

5611-1-1 PM 1:36
TALLAHASSEE, FLORIDA
676
T.D.

ARTICLES OF INCORPORATION

OF

SPACE NETWORK CORP.

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation and its principal place of business and/or mailing address:

Space Network Corp.
1401 Brickell Ave., #300
Miami, Florida 33131

ARTICLE II

CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of FIVE HUNDRED (500) shares of stock. The shares of stock authorized shall be common stock having a par value of One and No/100s (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

MICHAEL N. WEISS, ESQUIRE
WEISS & HERNANDEZ, P.A.
1401 Brickell Avenue, #300
Miami, Florida 33131

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME

ADDRESS

Hector Apelbaum Gelman

c/o Weiss & Hernandez, P.A.
1401 Brickell Avenue, #300
Miami, Florida 33131

Sara De Apelbaum

c/o Weiss & Hernandez, P.A.
1401 Brickell Avenue, #300
Miami, Florida 33131

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII

INCORPORATORS

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

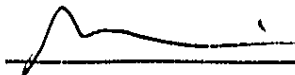
INCORPORATOR

ADDRESS

MICHAEL N. WEISS

1401 Brickell Avenue, #300
Miami, Florida 33131

The undersigned, being the original subscriber to these Articles of Incorporation, for the purposes of forming a corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein state are true and accordingly, has hereunto set his hand and seal this 30th day of April, 1996.



STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

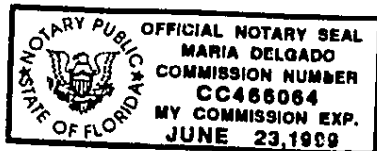
BE IT REMEMBERED, that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgements, personally appeared MICHAEL N. WEISS, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 30th day of April, 1996.



Notary Public, State of Florida


My Commission Expires:



**CERTIFICATE DESIGNATING
REGISTERED AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates MICHAEL N. WEISS, as its Registered Agent to accept service of process within this State.

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of law applicable to said designation.



MICHAEL N. WEISS

FILED
CLERK OF DISTRICT COURT
JAN 11 1964
JAN 11 1964
JAN 11 1964

P96000038805
CARMEN CORBO-RODRIGUEZ, P.A.

CERTIFIED ACCOUNTING FIRM

1985 N.W. 88th Court, Suite 201
Miami, FL 33172

TEL. (305) 471-7797


November 6, 1996

Florida Department of State
Tallahassee, FL

Secretary of State:

Re: SPACE NETWORK, CORP.
65-0676607

We wish to inform you of a change in the mailing and registered agent's address from 1401 Brickell Avenue., #300. Miami, FL 33131 to: c/o 1985 N.W. 88th Court, Suite 201, Miami, FL 33172.


Hector Apelbaum Gelman-President

KS 11/13