

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Handwritten: BH 5/17/94

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME MC CK No. _____

BY MC _____

WALK-IN 5/7 11:00
 Will Pick Up

RE:

DBS SYSTEMS, INC.

95 MAY -7 PM 1:53

SEC. OF CORP. FILED & DISBURSED
 TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
☒ () Cert. Copy(s) _____

 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S _____
 Fictitious Name File _____

 Name Reservation _____
 Annual Report/Statement _____
 Reg. Agent Service _____
 Document Filing _____

 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

200001811102
 -05/07/96-01052-021
 ***122.50 ***122.50

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
DBS SYSTEMS, INC.

FILED
30 MAY -7 PM 1:53
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be DBS SYSTEMS, INC.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including but not limited to the development, manufacturing and marketing of a complete line of direct broadcast satellite receptions systems for marine, recreational vehicle and other mobile transportable applications, and to do any and all

things necessary, pertinent, or convenient to the powers herein and hereby conferred.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional fund as it may obtain or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE IV

CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be Seven Thousand Five Hundred (7,500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be at 499 East Sheridan Street, #317, Dania, Florida 33004, with the privilege of having branch offices at other places within or outside the State of Florida, and within or outside the United States of America, and the name of its registered agent and initial registered office are AL BEHRENDT, 499 East Sheridan Street, #317,

Dania, Florida 33004.

ARTICLE VI

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation shall be two (2) in number, and who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

AL BEHRENDT
499 East Sheridan Street, #317
Dania, Florida 33004

JOE NAPOLI
499 East Sheridan Street, #317
Dania, Florida 33004

ARTICLE IX
INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

AL BEHRENDT,
499 East Shoridan Street, #317
Dania, Florida 33004

ARTICLE X
SPECIAL CHARTER PROVISIONS

Directors and Officers of this corporation need not be Stockholders.

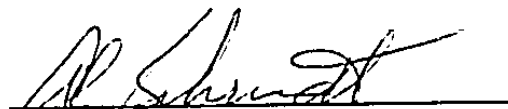
ARTICLE XI
SUBCHAPTER "S" DESIGNATION

This corporation shall be designated as a Subchapter "S" corporation as such term is defined in the Internal Revenue Code.

ARTICLE XII
DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be on the date these Articles of Incorporation are filed with the Florida Department of State.

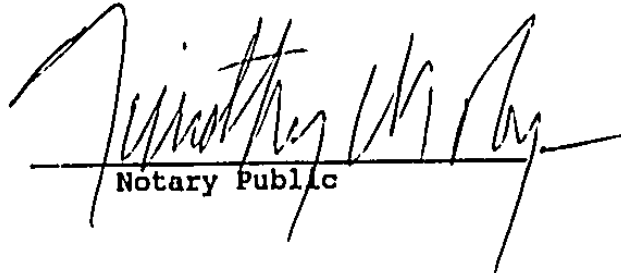
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 6th day of May, 1996.


AL BEHRENDT

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, AL BEHRENDT, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania, Broward County, Florida, this 6th day of May, 1996.



Notary Public

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
96 MAY -7 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

DBS SYSTEMS, INC.


a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 499 Sheridan Street, #317, in the City of Dania, County of Broward, State of Florida, has named AL BEHRENDT, located at 499 Sheridan Street, #317, in the City of Dania, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICER:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
AL BEHRENDT	President/ Secretary/ Treasurer	499 Sheridan Street, #317 Dania, Florida 33004


DIRECTORS:

AL BEHRENDT	499 Sheridan Street, #317 Dania, Florida 33004
JOE NAPOLI	499 Sheridan Street, #317 Dania, Florida 33004


AL BEHRENDT, President

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


AL BEHRENDT,
Registered Agent