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Premier Management Company

Accounting, Bookkeeping, Consulting & Income Tax Servicing
1881 West Oakland Park Blvd.

Fort Lauderdale, FL 33311

Tel: (954) 730-0732 Fax: (954) 730-9837

FILED
96 MAY 23 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FL 32304
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May 20, 1996

Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir / Madam:

Enclosed is the fee for the filing of Directdish Satellite
Systems, Inc.

The registered agent, Premier Management Company, is a fictitious
unregistered with the Department of State on December 31, 1992.
The registration number it holds is 622566004918.

If anymore information is needed, please feel free to contact me
at the number listed above.

Sincerely,

Premier Management Company


Jean-Marie Olivier,
President

5/30/96
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ARTICLES OF INCORPORATION
OF

DIRECTdish Satellite Systems, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME & PRINCIPAL OFFICE

The name of the corporation is *DIRECTdish Satellite Systems, Inc.* and its principal office is located at 1861 West Oakland Park Boulevard, Oakland Park, FL 33311.

ARTICLE II - DURATION

This corporation shall commence its existence upon receipt of these articles by the Secretary of State and its duration shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of Common Stock, each share to have a Par Value of one (\$1.00) dollar. The shares may be issued upon such terms as the Board of Directors may from time to time authorize.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent in charge thereof is *Premier Management Company* and its office in the State of Florida is located at 1861 West Oakland Park Boulevard, Oakland Park, FL 33311.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have two (2) directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time according to the By-laws. The names and mailing address of the incorporators are as follows:

1.	Joan-Marie E. Olivier	9958 Ramblowood Drive
	_____	Coral Springs, Fl 33071
	Name	Address
2.	Piorro E. Petit-Frere	9958 Ramblewood Drive
	_____	Coral Springs, Fl 33071
	Name	Address

ARTICLE VII - INCORPORATOR

The names and address of the persons signing these articles are:

Jean-Marie Olivier, President & Piorro E. Petit-Frere, Vice-President

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned have executed these Articles of Incorporation this 20th day of May, 1996.

Jean-Marie E. Olivier, President

Jean Marie Olivier President
Signature / Title

Pierre E. Petit-Frere, Vice-President

Pierre E. Petit-Frere Vice-Pres.
Signature / Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In compliance with section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office / registered agent, in the state of Florida.

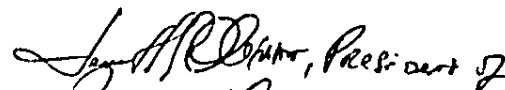
The corporation **DIRECTdish Satellite Systems, Inc.**, desiring to organize or qualify under the laws of the state of Florida, has named **Premior Management Company** located at 1861 West Oakland Park Boulevard, Oakland Park, FL 33311, as its agent to accept service of process within Florida.

Signature 
Corporate Officer

Title Vice - Pres.

Date 5/14/96

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. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature  President of
Premior Management Co.

Date May 22, 1996