P96000056767

Watson & Osborne, P.A.

Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
MELANIE W. HARRIS
WILLIAM J. JOOS
RODGER J. FRIEDLINE

REPLY TO:
6825 LILLIAN ROAD

June 27, 1996

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

100001881951
-07/02/96--01126--019
*****70.00 *****70.00

RE: Direct Satellite Entertainment Company

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of $70.00, payable to the Secretary of State, in payment of the requisite filing fee.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning a file-stamped copy to my office in the stamped, self-addressed envelope provided for your convenience.

Thank you for your assistance in this matter.

Sincerely yours,

Debbie Ray

Debbie Ray
Legal Assistant

/drr
Encls.

FILED
96 JUL -1 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-5-96
KR

SUITE 290, 3030 HARTLEY ROAD
JACKSONVILLE, FLORIDA 32257
(904) 260-6629
FAX (904) 260-6123

6825 LILLIAN ROAD
JACKSONVILLE, FLORIDA 32211
(904) 724-6333
FAX (904) 727-6890

208 PONTE VEDRA PARK DR., SUITE 101
PONTE VEDRA BEACH, FL 32082
(904) 273-7009
FAX (904) 273-6369

SUITE 2, 1566 DUNN AVENUE
JACKSONVILLE, FLORIDA 32218
(904) 757-7830
FAX (904) 757-7827

FILED
96 JUL -1 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

DIRECT SATELLITE ENTERTAINMENT COMPANY

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is DIRECT SATELLITE ENTERTAINMENT COMPANY.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of the retail marketing, distribution, sales and installation of satellite dishes and related hardware and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar ($1.00) each. The shares of stock are to be issued as follows:

NAME	SHARES
Thomas Harvey Shuman, II	50
Richard Briggs	50

ARTICLE SIX

The street address of the corporation is 12852 Otter Lake Ct. East, Jacksonville, Florida 32246.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is two (2). The names, addresses and titles of the persons who are to serve as members of the initial board of directors are:

NAME	ADDRESS
Thomas Harvey Shuman, II President & Secretary	12852 Otter Lake Ct. East Jacksonville, Florida 32246
Richard Briggs Vice President & Treasurer	2454 Rogero Road Jacksonville, Florida 32211

ARTICLE EIGHT

The names and addresses of the incorporators are:

NAME	ADDRESS
Thomas Harvey Shuman, II	12852 Otter Lake Ct. East Jacksonville, Florida 32246
Richard Briggs	2454 Rogero Road Jacksonville, Florida 32211

ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a vote of the parties then owning 50% or more of the stock.

Executed by the undersigned at Jacksonville, Florida on this 27th day of June, 1996.

WITNESSES:

Deborah R. Ray

INCORPORATORS:

THOMAS HARVEY SHUMAN, II

RICHARD BRIGGS

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared THOMAS HARVEY SHUMAN, II and RICHARD BRIGGS, known to me to be the persons described herein or who produced their Florida driver's licenses as identification, and who executed the foregoing instrument, and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of June, 1996.

Notary Public, State of Florida
My Commission Expires:
SEAL

LEE S. OSBORNE
MY COMMISSION # CC292704 EXPIRES
July 12, 1997
BONDED THRU TROY FAIN INSURANCE, INC.

INITIAL REGISTERED AGENT OF DIRECT SATELLITE ENTERTAINMENT COMPANY

The address of the initial registered agent of the corporation is 12852 Otter Lake Ct. East, Jacksonville, Florida 32246, and the name of its initial registered agent is THOMAS HARVEY SHUMAN, II.

By his signature below, THOMAS HARVEY SHUMAN, II accepts designation as registered agent of DIRECT SATELLITE ENTERTAINMENT COMPANY.

THOMAS HARVEY SHUMAN, II

FILED
96 JUL -1 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA