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LAW OFFICES

WATSON, SOLEAU, DELKO & BURGETT

A PROFESSIONAL ASSOCIATION

1070 MIDHURST AVENUE, BUILDING C

PORT OFFICE BOX 1000

COCOA, FLORIDA 32909-1000

FILED

96 JUL 15 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(407) 631-1000

VICTOR M. WATSON
JOHN L. SOLEAU
JOSEPH B. DELKO
STACY L. BURGETT
DAVID N. GLASSMAN
BOARD CERTIFIED IN REAL PROPERTY LAW

FACSIMILE
(407) 631-1007

July 11, 1996

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

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***122.50 ***122.50

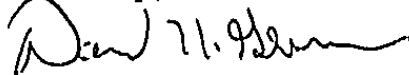
Re: Cables Express, Inc.
Our File No. 96-7492

Gentlemen:

Enclosed please find Articles of Incorporation to be filed with your office. Also enclosed herewith please find this firm's check in the amount of \$122.50 to cover the requisite fee for filing the above-referenced corporation. Please provide the undersigned with a certified copy of the Articles after same have been filed.

Thank you.

Sincerely,



David N. Glassman

DNG:cjm

Enclosures

PA
7/16/96

ARTICLES OF INCORPORATION
OF
CABLES EXPRESS, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Cables Express, Inc.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata 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 - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1970 Michigan Avenue, Building C, Cocoa, Florida 32923.

The name of the initial registered agent of this corporation at that address is David N. Glassman, Esq.

The principal office of this corporation is 1246 Seminole Drive, Indian Harbour Beach, Florida 32937.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws but shall never be less than one. The name and address of the initial director of this corporation is Thomas S. Whitney, Sr., 1246 Seminole Drive, Indian Harbour Beach, Florida 32937.

Article VIII - Incorporator

The name and address of the person signing these articles is Thomas S. Whitney, Sr., 1246 Seminole Drive, Indian Harbour Beach, Florida 32937.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the stockholders.

Article X - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, acting in the scope of his employment with Cables Express, Inc. to the full extent permitted by law.

Article XII - Amendment

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TALLAHASSEE, FLORIDA

This corporation reserves the right to amend or re-
visions contained in these articles of incorporation,
amendment hereto, and any right conferred upon the
subject to this reservation.

Article XIII - Acceptance of Registered Agent

ving been named to accept Service of Process for the above-
stated Corporation, at the place designated in these Articles of
Incorporation, I hereby accept to act in this capacity and agree to
comply with the provisions of the Florida Statutes relative to
keeping open said office.

David N. Glassman

David N. Glassman, Esq.
Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed
these articles of incorporation this 3rd day of July, 1996.

Thomas S. Whitney Sr.

Thomas S. Whitney, Sr.
Subscriber

ACKNOWLEDGMENT

STATE OF Florida
COUNTY OF Brevard

The foregoing Articles of Incorporation were sworn to and
subscribed before me this 3rd day of July, 1996, by Thomas S.
Whitney, Sr. who is personally known to me or who has produced
Florida Drivers License Number W 35083762101 0 as identification
and who did not take an oath.

Notary Public:

David N. Glassman

Name: David N. Glassman
State of Florida at Large (SEAL)
My Commission Expires:



DAVID N. GLASSMAN
My Commission CC407755
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555