

PA6000066598

FILED

JULY 25, 1996

96 AUG 12 AM 8:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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****122.50 ****122.50

Gentlemen:

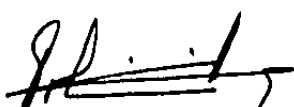
Enclosed please find a check to cover filing fee of new
Corporation named:

OMNI SATELLITE COMMUNICATIONS, INC.

Thank you for your help in this matter.

Very truly yours,

OMNI SATELLITE COMMUNICATIONS, INC.


Wolfgang De Oliveira, REGISTERED AGENT
7950 W. Flagler St., Suite 107
Miami, FL. 33144

W96-15997
FH
7/31/96
OK
8/12/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1996

WOLFGANG DE OLIVEIRA
7950 W FLAGLER ST, SUITE 107
MIAMI, FL 33144

*Please: send this document
to this address.
Thank you*

SUBJECT: OMNI SATELLITE COMMUNICATIONS, INC.
Ref. Number: W96000015997

We have received your document for OMNI SATELLITE COMMUNICATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 596A00036685

ARTICLES OF INCORPORATION

OF

OMNI SATELLITE COMMUNICATIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:

OMNI SATELLITE COMMUNICATIONS, INC.

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION A:

Import & export software and any legal business.

SECTION B:

That of purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and chooses in action either as owner, broker, agent of factor.

SECTION C:

In the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business of affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

SECTION D:

To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

SECTION E:

Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out the powers hereinabove specifically delegated or implied.

A R T I C L E I I I

The stock of this Corporation shall be divided into 60 shares of stock of the No Par Value per share, all of one class, namely, Common Stock. All 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; property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

A R T I C L E I V

The amount of capital with which this Corporation shall begin business shall be no less than one thousand dollars (\$1,000.00)

A R T I C L E V

The principal place of business of the Corporation shall be at 1408 NW 82 Ave. C-109, Miami, Fl. 33126 with the privilege of having branch offices within and without the State of Florida.

A R T I C L E V I

This Corporation shall have perpetual existence.

ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than (1) Director, the exact number of Directors to be fixed by the By-Laws of this Corporation.

ARTICLE VIII

The name and post office addressee of the first Board of Director of this Corporation, who shall hold office until the organization meeting of this corporation, and until his successors are elected and have qualified is:

Wolfgang De Oliveira
1408 NW 82 Ave., C-108
MIAMI, FL. 33126

The offices to be held by the above named Director are as follows:

Wolfgang De Oliveira, PRESIDENT/TREASURE

Carmen Sofia Gomez, VICE-PRESIDENT/SECRETARY

The initial registered agent of the Corporation at the initial registered office of this Corporation will be:

WOLFGANG DE OLIVEIRA
1408 NW 82 Ave. C-108
MIAMI, FL. 33126

ARTICLE IX

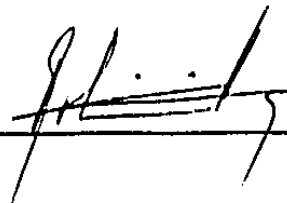
The name and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

| <u>Name</u> | <u>Address</u> | <u>No. Shares</u> | <u>Value</u> |
|----------------------|--|-------------------|--------------|
| Wolfgang De Oliveira | 7950 W Flagler ST. #107 Miami, FL. 33144 | 60 | No par value |

ARTICLE X

The provisions of this Charter, and each and every article and section hereof, and the By-Laws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

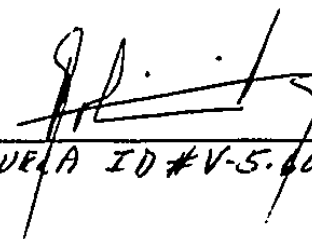
IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledge to be filed in the office of the Secretary of State the foregoing Articles of Incorporation, this 25 day of July, A.D., 1996.


 (Seal)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

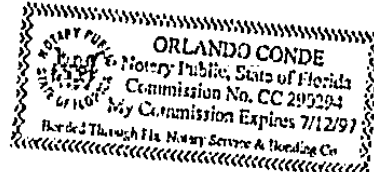
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared WOLFGANG DE OLIVEIRA and severally acknowledged before me that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the City of Miami, County of Dade, State of Florida, this 25 day of JULY A.D., 1996.


x VENEZUELA ID # V-5-401-736


NOTARY PUBLIC
State of Florida at Large

My commission expires:

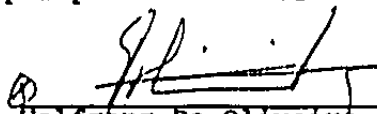


CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, FLORIDA STATUTES, as may be amended, the following is submitted:

That, OMNI SATELLITE COMMUNICATIONS, INC. desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 1408 NW 82 AVE. C-168, Miami, FL. 33126 has named Wolfgang De Oliveira as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, Wolfgang De Oliveira hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.


Wolfgang De Oliveira
VENEZUELA I.D.# V-5.601.736

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in The State and County set forth above, personally appeared Mr. Wolfgang De Oliveira known to be and known by me to be the person who executed the foregoing Certificate Designating Registered Agent and office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS THEREOF, I have hereunto set my hands and official seal in the State and County aforesaid, this 25 day of JULY 1976.


NOTARY PUBLIC, STATE OF
FLORIDA

My commission expires:

