

KEVIN S. OPOLKA, EA.

P 96 0000 67916

OFFICE (305) 374-8919 • FAX (305) 358-4766

COURTHOUSE TOWER, SUITE 411 • 44 WEST FLAGLER STREET • MIAMI, FLORIDA 33130

Return to EMPIRE

August 13, 1996

SECRETARY OF STATE
CORPORATE DIVISION
Plaza Level #2
Tallahassee, Fl. 32399-0250

7/11/96 1:50:21 PM
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RE: STARSAT, INC.

Dear Sir/Mam:

Enclosed please find original and one copy of the Articles of Incorporation, along with check number #3158 in the amount of \$122.50 representing the filing fee regarding the same.

Thank you for your prompt attention to this matter, if there is any complication with the foregoing request, please do not hesitate in contacting the undersigned.

Very Truly Yours,

Kevin S. Opolka

KEVIN S. OPOLKA, ESQ.

DIVISION OF CORPORATION

RECEIVED
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KSO/rl

Enclosures

ARTICLES OF INCORPORATION

OF

STARSAT, INC.

ARTICLE I

The name of this Corporation is: STARSAT, INC.

ARTICLE II

This Corporation is organized for the purpose of transacting and to engage in any activity or business permitted under the laws of the State of Florida and The United States of America.

ARTICLE III

This Corporation is authorized to issue 100 shares of common stock of ONE (\$1.00) DOLLAR par value. No other class of stock is authorized.

ARTICLE IV

The principal office, mailing address and the initial registered office of this Corporation is: 8151 N.W. 74th Avenue, (B), Miami, Florida 33166, and the name of the initial registered agent of this Corporation, at the above address is: SUSIE JOHNSON.

ARTICLE V

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation. However, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of

a majority vote of the shareholders of this Corporation.

ARTICLE VI

This Corporation shall have ONE (1) Directors initially. The number of the Directors may be either increased or decreased from time to time by the By-Laws of the Corporation, but shall never be less than ONE (1). The names and addresses of the initial Board of Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
SUSIE JOHNSON	8151 N.W. 74th Avenue (B) Miami, Florida 33166

ARTICLE VII

The names and addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
SUSIE JOHNSON	8151 N.W. 74th Avenue (B) Miami, Florida 33166

ARTICLE VIII

The names and addresses of the initial Officers of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
SUSIE JOHNSON	8151 N.W. 74th Avenue (B) Miami, Florida 33166	PRESIDENT/ SECRETARY/ TREASURER

ARTICLE IX

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, and its amendments and modifications thereof. The Board of Directors and

the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the By-Laws of this Corporation in compliance with the Florida General Corporation Act.

ARTICLE X

The Corporation shall indemnify any and all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done or made on behalf of the Corporation.

ARTICLE XI

The Board of Directors of the Corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any and all of the property and assets of the Corporation for the purpose of securing the payment or performance of any obligation of the Corporation, without obtaining prior Shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty one (51) percent of the shares of the Corporation entitled to vote thereon and not otherwise.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of August, 1996.

Susie Johnson
SUSIE JOHNSON

STATE OF FLORIDA }
COUNTY OF DADE } S.S.

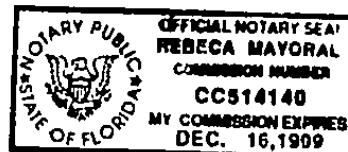
BEFORE ME a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared: SUSIE JOHNSON, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me, under oath, that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of August, 1996.

Rebeca Mayoral
Notary Public, State of
Florida, at large.

Rebeca MAYORAL
Printed Name of Notary

My Commission Expires On:
C.C. Number: CC514140



ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

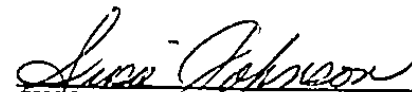
FIRST, that STARSAT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of MIAMI, County of Dade, State of Florida, has named SUSIE JOHNSON, as its resident agent for the Corporation which is located at 8151 N.W. 74th Avenue, (B), Miami, Florida 33166, Dade County, State of Florida, as its agent to accept service of process within this State.


SUSIE JOHNSON

Title: President/Secretary/
Treasurer

Dated: 8/12/96

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


SUSIE JOHNSON
Register Agent

Dated: 8/12/96