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REPLY TO:

2500 Monument Road, Suite 201
Jacksonville, Florida 32225

Ph: (904) 641-2720
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Secretary 27, 1996

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

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-10/01/96--01019--014
*****70.00 *****70.00

RE: U.S.A. Satellite and Entertainment, Inc.

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 enveloped provided for your convenience.

Thank you for your assistance in this matter.

Sincerely,

Amy J. Austin

Amy J. Austin
Legal Assistant

:aja
Enclosure

OCT 3 1996 BSB

FILED
95 SEP 30 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUITE 200, 3030 HARTLEY ROAD
JACKSONVILLE, FLORIDA 32217
(904) 290-6629
FAX (904) 290-6123

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, 1568 DUNN AVENUE
JACKSONVILLE, FLORIDA 32218
(904) 757-7830
FAX (904) 757-7827

ARTICLES OF INCORPORATION

FILED

FOR

96 SEP 30 AM 11:14

U.S.A. SATELLITE AND ENTERTAINMENT, INC.

**CLERK OF DISTRICT COURT
CLAHASSEE, FLORIDA**

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 U.S.A. SATELLITE AND ENTERTAINMENT, INC.

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 distribution of satellite dishes 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 five hundred (500). 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:

<u>NAME</u>	<u>SHARES</u>
Charles T. Blanton	250
Richard P. Briggs	250

ARTICLE SIX

The street address of the corporation is 3391 E. Silver Springs Blvd. #H, Ocala, Florida 34470.

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:

<u>NAME</u>	<u>ADDRESS</u>
Charles T. Blanton President & Treasurer	8930 County Road 16A St. Augustine, Florida 32092
Richard P. Briggs Vice President & Secretary	8930 County Road 16A St. Augustine, Florida 32092

ARTICLE EIGHT

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Charles T. Blanton	8930 County Road 16A St. Augustine, Florida 32092
Richard P. Briggs	8930 County Road 16A St. Augustine, Florida 32092

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 26th day of September, 1996.

WITNESSES:

Amy J. Austin

Deborah R. Ray

INCORPORATORS:

Charles T. Blanton
CHARLES T. BLANTON

Richard P. Briggs
RICHARD P. 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 CHARLES T. BLANTON and RICHARD P. BRIGGS, known to me to be the persons described herein or who produced Florida driver's lic. 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 26th day of September, 1996.

Deborah R. Ray
Notary Public, State of Florida
My Commission Expires:
SEAL

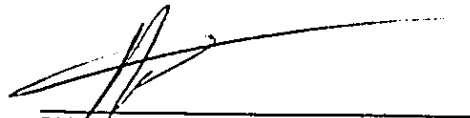


DEBORAH R. RAY
MY COMMISSION # CC257119 EXPIRES
February 19, 1997
BONDED TITUS TROY FAIR INSURANCE, INC.

INITIAL REGISTERED AGENT OF U.S.A. SATELLITE AND ENTERTAINMENT, INC.

The address of the initial registered agent of the corporation is 8930 County Road 16A, St. Augustine, Florida 32092, and the name of its initial registered agent is RICHARD P. BRIGGS.

By his signature below, RICHARD P. BRIGGS accepts designation as registered agent of U.S.A. SATELLITE AND ENTERTAINMENT, INC.


RICHARD P. BRIGGS

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96 SEP 30 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA