

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 12/17
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 8:30 PPZ Doc 12/17

of 101424
 RE: Direct Satellite Sales & Installations, Inc.

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input checked="" type="checkbox"/> Dissolution/W/Withdrawal		
<input checked="" type="checkbox"/> C U S. <u>G.S.</u>		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS _____		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
 96 DEC 17 AM 9:58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Direct Satellite Sales & Installations, Inc.

FILED
96 DEC 17 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Direct Satellite Sales & Installations, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**11910 S.W. 9th Court
Davie, FL 33325
(954) 473-8802**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000.) at One Dollar (\$1.00) par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Paul Handerhan
11910 S.W. 9th Court
Davie, FL 33325**

ARTICLE V INCORPORATOR(S)

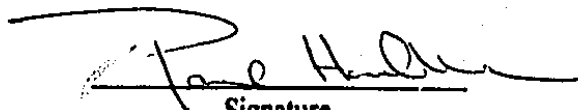
The name(s) and street address(es) of the incorporators to these Articles of incorporation is(are):

President/Director
Nick Doucette
3290 N.W. 108th Drive
Coral Springs, FL 33065

Vice-President/Director
Paul Handerhan
11910 S.W. 9th Court
Davie, FL 33325

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

13th day of December, 19 96.


Signature

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 DEC 17 AM 9:59
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Direct Satellite Sales & Installations, Inc.

2. The name and address of the registered agent and office is:

Paul Handerhan
(NAME)

11910 S.W. 9th Court
(P.O. BOX NOT ACCEPTABLE)

Davie, FL 33325
(CITY, STATE, ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Paul Handerhan

DATE 12/13/96

P96000101424

Howard I. Alabaster
Attorney and Counselor at Law
9600 West Sample Road, Suite 500
Coral Springs, Florida 33065
(954) 753 - 1308
FAX (954) 753 - 2666

MEMORANDUM

To: Department of State
Corporations Division

From: Howard I. Alabaster, Esquire

Date: April 3, 1997

Subject: Direct Satellite Sales & Installation, Inc.
Filing of Articles of Amendment

FILED
97 APR -7 AM 11:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please find enclosed herewith the Articles of Amendment of Direct Satellite Sales & Installation, Inc., and a check for the filing fee of \$35.00. Please direct any return correspondence to this office at the above address.

Thank you for your cooperation in this matter.

500002135035--5
-04/07/97--01068--009
*****35.00 *****35.00

V8 APR 9 1997

Amend

**ARTICLES OF AMENDMENT OF
DIRECT SATELLITE SALES & INSTALLATIONS, INC.**

Pursuant to §607.1006 Florida Statutes, the Articles of Incorporation of the above-named corporation are amended as follows:

FILED
97 APR -7 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article II is created to read as follows:

This corporation shall commence its existence upon the filing of its Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

2. Article III is created to read as follows:

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall further have powers:
 - (a) To have perpetual succession by its corporate name;
 - (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
 - (c) To have a corporate seal and to use the same by causing it to be impressed or affixed.
 - (d) To purchase, take, receive, lease or acquire and otherwise deal in and with real and personal property or any interest therein;
 - (e) To sell, mortgage, pledge, create a security interest in, lease, transfer and otherwise dispose of all or any part of its property and assets;
 - (f) To lend money to its officers and/or employees.
 - (g) To make contracts and guarantees and incur liabilities, borrow money, issue notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
 - (h) To lend money and take and hold real or personal property as security of the payment of funds so loaned;
 - (i) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within and without this state;
 - (j) To elect and appoint officers and agents of the corporation and define their duties and fix their compensation;
 - (k) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida;
 - (l) To have and exercise all powers necessary to effect its purpose;

3. Article III is renumbered to be Article IV and is amended to read as follows:

The aggregate number of shares which this corporation shall have the authority to issue is the

total sum of 1000 shares, having an individual par value of \$.01.

The sum of the par value of all shares of stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

The holders of the outstanding shares of stock shall be entitled to receive, when, if and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the stock of the corporation.

The corporation's shares of stock will not to be divided into classes.

The corporation is not authorized to issue shares of stock in series.

4. Article II is renumbered to be Article V and is amended to read as follows:

The initial principal place of business for the corporation shall be at 11910 SW 9th Court, Davie, Florida 33325, and this shall be the corporation's initial mailing address.

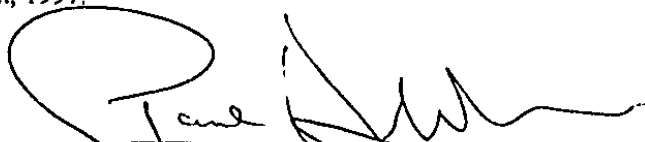
5. Article IV is renumbered Article VI.


6. Article V is renumbered Article VII and is amended to read as follows:

The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the corporation. The number of directors may be increased from time to time as determined by the By-Laws of the corporation. No directors shall be designated for the board of directors until the first meeting of the stockholders of the corporation.

The foregoing Articles of Amendment were adopted on March 18th 1997, by the affirmative vote of 75% of the shareholders entitled to vote on the amendments, in accordance with §607.1006 Florida Statutes.

IN WITNESS WHEREOF, the we the undersigned have executed these Articles of Amendment on this the 18th day of March, 1997.


Paul Handerman, President


Nicole Levin, Secretary