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January 24, 1997

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

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*****70.00 *****70.00

Enclosed please find three (3) separate corporation Articles of Incorporation for filing:

- Satellite & Entertainment, Inc.
- 2108 River Bluffs, Inc.
- Guerrilla Marketing & Advertising, Inc.

Also included is a second set of the Articles of Incorporation for each corporation. Please stamp and return the three sets in the enclosed overnight envelope.

If you have any questions, please contact me at (941) 481-0995. If I am unavailable at the time of your call, please leave a message and I will return your call within the day.

Thank you for your attention to this matter.

Sincerely,


Nathan Moldovsky
Organizing Director

Voyager Satellite Sys.
11759-35 Cleveland Avenue
Fort Myers, FL 33907

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SECRET
TALLAHASSEE, FLORIDA

48-10097

**ARTICLES OF INCORPORATION
OF
SATELLITE & ENTERTAINMENT, INC.**

The undersigned hereby form a corporation pursuant to Chapter 607 of the Statutes of the State of Florida, and adopt the following as its Articles of Incorporation.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be:

SATELLITE & ENTERTAINMENT, INC.

The street address of the initial principal office of this corporation shall be:

14498 South Tamiami Trail, Ft. Myers, FL 33912

and the initial mailing address is:

PO Box 07430, Ft. Myers, FL 33919

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ARTICLE II. NATURE OF BUSINESS

The purpose of lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares or common stock having a no par value.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence from date of incorporation.

ARTICLE V. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The number of directors, term of office, and all other matters relating to the Directors shall be established from time to time in the Bylaws to the extent they are not inconsistent with these Articles. This corporation shall have one Director initially, who shall serve as Director until the first annual meeting of shareholders, or until their successors shall have been elected and qualified. The names and street addresses of the initial members of the Board of Directors are:

**Nathan Moldovsky, Organizing Director
14498 South Tamiami Trail, Ft. Myers, FL 33912.**

ARTICLE VI. INCORPORATOR

The name and address of the incorporator hereof:

Nathan Moldovsky, Organizing Director, 14498 South Tamiami Trail, Ft. Myers, Fl. 33912

ARTICLE VII. DESIGNATION OF REGISTERED AGENT:

Nathan Moldovsky is hereby designated as the initial Registered Agent of the corporation for service of process within the State of Florida, who upon accepting this designation agrees to comply with the provisions of Florida law for such persons, as amended from time to time, and the initial Registered Office shall be at:

14498 South Tamiami Trail, Ft. Myers, Fl. 33912

ARTICLE VIII. COMPENSATION

No shareholder shall be employed by the corporation for consideration, or otherwise receive compensation from the corporation for personal services, including as an officer or director, except upon the express approval of the board of directors.

ARTICLE IX. AMENDMENTS

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a Three-Fifths (3/5) vote of the outstanding shares, excluding treasury shares.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of incorporation his 17 day of JANUARY, 1997.



Nathan Moldovsky

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 17 day of JANUARY, 1997, by **Nathan Moldovsky**, who is personally known to me.



Notary Public

My Commission Expires:



KIMBERLY D. BAAS
MY COMMISSION # CC456397 EXPIRES
April 27, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT AND ACCEPTANCE OF REGISTERED AGENT

Nathan Moldovsky of 14498 South Tamiami Trail, Ft. Myers, Fl 33912 hereby consents to designation as Registered Agent in the foregoing Articles of Incorporation of SATELLITE & ENTERTAINMENT, INC..



Nathan Moldovsky

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA