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MAGUIRE & FRIEND, P.A. FILED

SUITE 1170

2100 PONCE DE LEON BOULEVARD 97 MAR 17 PH 4:25
CORAL GABLES, FLORIDA 33134

MICHAEL P. MAGUIRE
BOARD CERTIFIED CIVIL TRIAL LAWYER
MICHAEL R. FRIEND
BOARD CERTIFIED CIVIL TRIAL LAWYER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CODE 13051
TELEPHONE 443-0820

March 12, 1997

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

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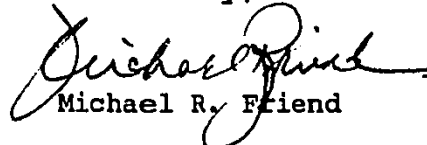
Re: Alpha-Systems, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Alpha-Systems, Inc. together with our check for \$122.50 representing your filing fee. Kindly file this new corporation and return a certified copy to us at your earliest convenience.

If you have any questions or comments, please feel free to contact our office. Thank you for your assistance.

Yours truly,


Michael R. Friend

MRF/fu

enc.

OK
3/15/97

ARTICLES OF INCORPORATION

OF

ALPHA-SYSTEMS, INC.

FILED

97 MAR 17 PM 4:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

ALPHA-SYSTEMS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. Installation of satellite television systems.

B. To purchase, lease, exchange, hire or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, and operate any lands owned or leased by the corporation, or upon any other houses, structures, building, or other works of any description on lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands or any interest therein, or any houses, structures buildings, or other works owned, leased, managed or controlled by the corporation; to engage generally in the real estate business, as principal, agent, broker or otherwise, and generally to buy, sell, lease, mortgage,

exchange, manage, operate, and deal in lands or interest in lands, houses, structures, buildings, or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, transfers or tax liens, and any other interests in real estate.

C. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations for profit under the laws of the State of Florida, either by the terms of this charter or by virtue of the laws of the State of Florida.

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 Hundred (100) shares of common stock having a par value of

One Dollar (\$1.00) per share; all shares shall be paid in lawful money of the United States of America in property, labor or services, where said stock is paid for by property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

13800 S.W. 8 Street, #232
Miami, FL 33184

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

**ARTICLE VIII - INITIAL DIRECTOR
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

13800 S.W. 8 Street, #232
Miami, FL 33184

The name of the initial registered agent of this

corporation at that address is:

ALESSANDRO DE VITO

The names and post office addresses of the members of the first Board of Directors are:

ALESSANDRO DE VITO
13800 S.W. 8 Street, #232
Miami, FL 33184

ARTICLE IX - SUBSCRIBERS

The names and post office addresses of the subscribers of these Articles of Incorporation are:

Alessandro De Vito	President
13800 S.W. 8 Street, #232	
Miami, FL 33184	

ARTICLE X - CONFLICT OF INTEREST

No contract or other transaction between this corporation and no other act of this corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders or directors of this corporation are pecuniarily or otherwise interested in, or are stockholders, directors, or officers of, such other corporation. Any officer, stockholder or director of this corporation individually or any firm or association of which any officer, stockholder or director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact the individual or such firm or association is so interested shall be disclosed or shall have been known to the board of Directors or a majority of such members thereof as shall be present at any meeting of the board of Directors at which action upon any such contract or transaction shall be taken: and any director of this corporation who is also

a director or officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, and vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereof, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation is made.

ARTICLE XII - LOST OR DESTROYED STOCK CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued only in accordance with the by-laws of this corporation.

ARTICLE XIII - PREEMPTIVE RIGHTS


Every stockholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of

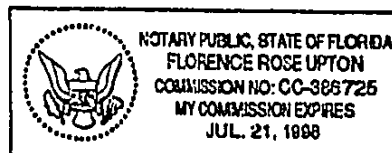
fractional shares) at the price which it is offered to others.


ALESSANDRO DE VITO

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
11th day of March, 1997 by Alessandro De Vito, who is
personally known to me and who did take an oath.


Notary Public, State of Florida
Printed Name: Florence Rose Upton
Notary #: CC 386725
My commission expires: 7/21/98



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

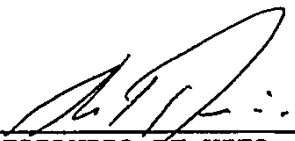
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- That ALPHA-SYSTEMS, INC. desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business in Miami, County of Dade, State of Florida, has
named ALESSANDRO DE VITO as its agent for service of process within
Florida.



ALESSANDRO DE VITO

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.



ALESSANDRO DE VITO
Registered Agent
Dated:

FILED
97 MAR 17 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA