

LAW OFFICES OF
HENDRY, STONER, SAWICKI & BROWN

PROFESSIONAL ASSOCIATION
200 E ROBINSON STREET, SUITE 500

ROBERT R HENDRY
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March 19, 1999

FLORIDA DEPARTMENT OF STATE
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

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RE: SATEK USA, INC.

Dear New Corporation Filing Clerk:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed please find our firm's check number 16569 in the amount of \$122.50 made payable to the Department of State for filing of these Articles of Incorporation. Please have the original Articles filed with the Department of State at your earliest convenience. Also, please forward a certified copy of the Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,

Theresa

Theresa Strickland, Secretary to
G. Steven Brown

/tjs

Enclosures

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FILED
MAR 21 1999
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SATEK USA, INC.

FILED
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SECRET
TALLAHASSEE, 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 1. Name. The name of the Corporation is: SATEK USA, INC. The principal office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of \$0.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Mr. Michael Herz
200 East Robinson Street
Suite 500
Orlando, Florida 32801

Article 7. Incorporators. The name and address of each Incorporator is as follows: Robert R. Hendry, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

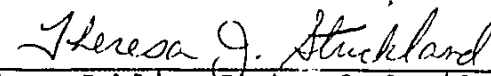
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 19th day of March, 1997.


Robert R. Hendry

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared ROBERT R. HENDRY, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of March, 1997.


Notary Public, State of Florida at Large

Theresa J. Strickland
Typed Name of Notary Public

Commission No.: CC 371101

(NOTARY SEAL)

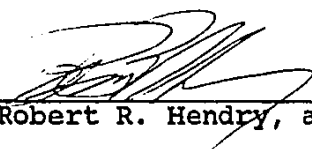
THERESA J. STRICKLAND
Notary Public, State of Florida
My Comm. Expires July 16, 1998
Comm. No. CC371101

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SATEK USA, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 19th day of March, 1997.

FLORIDA CORPORATE SUPPORT, INC.

By: 
Robert R. Hendry, as President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA