

4/7/97
 Charter Number 31583

Warren Stamm
 Requestor's Name
 2000 NW 39 St.
 Address
 Miami, FL 33142
 City State ZIP Phone
 #634-8800

ADDITION ONLY

700002136267--1
 -04/08/97--01049--030
 ****122.50 ****122.50

CORPORATION(S) NAME

Satellite Depot International, Inc.

RECEIVED
 97 APR -8 AM 10:35
 DIVISION OF CORP. REGISTRATION
 TALLAHASSEE, FLORIDA
 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

Name
Availability
Document
Examine
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
SATELLITE DEPOT INTERNATIONAL, INC.

FILED
97 APR -8 AM 11:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person to make contracts, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Satellite Depot International, Inc.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this corporation are:

A. To buy, sell, trade, design, manufacture, service, install, repair, acquire and transact in satellite transmission equipment and other consumer wholesale and retail products related to but not limited to electronic and related equipment, products and services.

B. To engage in the buying, selling and improving lands and tenements and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired; the loaning of money for itself and as agent for others, upon mortgages or other securities, and the purchasing and selling of lands, and of money obligations secured upon real or personal property; the buying, working, selling and dealing in mineral lands and other lands; the acquiring, holding, selling, hypothecating, assigning, transferring and conveying of its own obligations, or the obligations of any persons or other corporation, and collection, foreclosing, compounding, comprising, releasing, satisfying and discharging the same of record; the buying, owning and improving of real estate by erecting buildings and other structures thereon and leasing and cultivating the same; the borrowing of money and executing mortgages or deeds of trust upon real estate or personal property as security therefor.

C. To make and perform contracts of every kind and description suitable, necessary, useful or advisable in connection with any or all of the objects herein.

D. To acquire the whole or any part of the goodwill, business, stock, assets, property, bonds, and rights of any and every nature of any person, firm, association or corporation doing business of a similar character.

E. To hold, purchase or otherwise acquire or be interested in, and to sell, assign, pledge or otherwise dispose of shares or the capital stock, bonds or other evidences of debt issued or created by any other corporation.

F. To conduct business in and have one or more offices in the State of Florida and all other states and countries; and generally to make and perform contracts of every kind and description for the purpose of accomplishing any of the objects and purposes, or for the purpose of exercising any of the powers of this corporation; to do and perform any other act or thing and to exercise any and all powers which a natural person or persons would do or exercise and which are now or which may hereafter be authorized by law; and generally to do and perform any and all things necessary or incidental to the performance of any of the powers specifically enumerated herein.

G. The foregoing provisions shall be construed as enumerating both objects and powers of this corporation, and it hereby is expressly provided that said enumerating or specific powers shall not in any way limit or restrict the general powers conferred by the laws of the State of Florida.

H. To do and perform all acts and conduct business as provided for by Florida Statutes.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, par value of One Dollar (\$1.00) each.

ARTICLE IV

The amount of capital with which the corporation will begin business is One Hundred (\$100) Dollars.

ARTICLE V

The corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of the corporation in the State of Florida and its registered office in the State of Florida is: 1103 N.E. 133rd. Avenue Sunrise, Fl. 33323

ARTICLE VII

The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than One; and subject to such minimum may

be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law.

ARTICLE VIII

The name and street address of the members of the first Board of Directors and the first officers of the corporation are:

Name:	Title:	Address:
Ray Cooke	President, Sec. Treasurer, Dir.	P.O. Box 131 South Norwalk, CT. 06856-0131

ARTICLE IX

At the election of directors of the corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he/she would be entitled to cast for the election of directors with respect to this/her shares of stock multiplied by the number of directors to be elected, and he/she may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he/she may see fit.

ARTICLE X

At the election of directors of the corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he/she would be entitled to cast for the election of directors with respect to his/her shares of stock multiplied by the number of directors to be elected, and he/she may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he/she may see fit.

ARTICLE XI

No contract or other transaction between the corporation and nay other corporation shall be affected by the fact that any director of the corporation is interested in, or is a director or officer of, such other corporation and any directors, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the corporation or in which the corporation is interested; and no contract or other transaction of the corporation with any person, firm or corporation shall be affected by the fact that any director of the corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist

from contracting with the corporation for the benefit of himself/herself, or any firm, association or corporation in which he/she may be in any way interested.

ARTICLE XII

Any director of the corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XIII

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 shareholders, and approved at a shareholders' meeting by a majority or the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, we the subscribers have executed these Articles of Incorporation this 7th day of April, 1997.

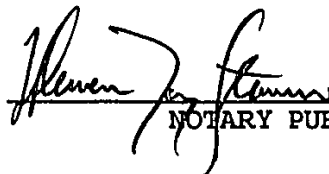


Ray Cooke, Incorporator

STATE OF FLORIDA)
SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Ray Cooke, well known to me and known to be the person signing the foregoing Articles of Incorporation, and who acknowledged before me that he did subscribe to said Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 7th day of April, 1997.



NOTARY PUBLIC

My Commission Expires:



WARREN JAY STAMM
COMMISSION # CC 631215
EXPIRES MAR 18, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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

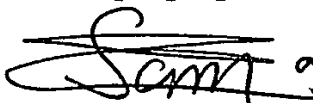
IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

First, that Satellite Depot International, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the city of Miami, County of Dade, State of Florida, has named . Sam Pascucci, located at 1103 N.E. 133rd Avenue Sunrise, Fl. 33323

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Sam Pascucci, Registered Agent

FILED
97 APR -8 AM 11:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA