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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR -8 PM 1:02

PRIMESTAR FIELD SERVICES, INC.
8220 N. HANLEY ROAD
TAMPA, FL 33634
813-885-4195

April 7, 1997

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-04/08/97--01134--003
*****70.00 *****70.00

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

Re: Primestar Field Services, Inc. Incorporation

Gentlemen:

Enclosed herewith is our check in the amount of \$70.00 representing the filing fee in order to incorporate "PRIMESTAR FIELD SERVICES, INC.,". Please find also enclosed the "ARTICLES OF INCORPORATION".

Also note that we have elected to become a 'SUBCHAPTER "S" CORPORATION', and trust that you will forward the Articles as "Filed" to our office as soon as possible in order that we may apply for the Tax ID number.

Very truly yours,


Nilsa L. Santos

EL BROWN APR -9. 1997

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ARTICLES OF INCORPORATION
OF
PRIMESTAR FIELD SERVICES, INC.

ARTICLE I - Name

The name of this corporation is PRIMESTAR FIELD SERVICES, INC.
8220 N. Hanley Road - Tampa, Florida 33634

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the
subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One
Dollar (\$1.00) per value common stock. Stock shall be 50/50
between both directors listed below.

ARTICLE V - Preemptive Rights

Every stockholder, upon the issuance of 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 prorata share
thereof (as nearly as may be done without issuance of fractional
shares) at the price at which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this
corporation is 8220 N. Hanley Road, Tampa, Florida 33634, and the
name of the initial registered agent of this corporation at that
address is Nilsa L. Santos.

ARTICLE VII - Initial Board of Directors

This corporation shall have two (2) directors initially. The
number of directors may be either increased or diminished from time
to time by the by-laws but shall never be less than two (2). The
name and address of the initial director of this corporation is:
John Ryals 8220 N. Hanley Road, Tampa, FL 33634 and Nilsa L. Santos, 8220 N.
Hanley Road, Tampa, FL 33634

ARTICLE VIII - Incorporator

The name and address of the person signing these articles is:
Nilsa Santos, 8302 N. Flowerfield Drive, Tampa, Florida 33615.

ARTICLE XI - Powers

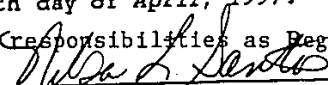
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ARTICLE - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders if subject to this reservation.

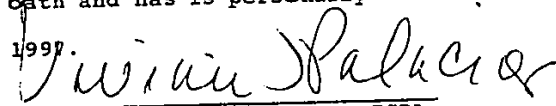
IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 7th day of April, 1997.

I understand and accept the duties and responsibilities as Registered Agent for said corporation.


Nilsa L. Santos
Subscriber/Registered Agent &
Secretary of corporation)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me appeared Nilsa L. Santos whom has not taken an oath and has is personally known to me on this 7th day of April, 1997.


NOTARY PUBLIC STATE OF FLORIDA



VIVIAN J PALACIOS
My Commission CC494485
Expires Oct 01, 1999