

P97000038588



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 345474 81528A

AUTHORIZATION

Patricia P. Jett

COST LIMIT : \$ 131.25

ORDER DATE : April 28, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 345474-005

700002156297--3

CUSTOMER NO: 81528A

CUSTOMER: Ms. Linda Whigham
KENNETH F. OSWALD, ESQ

Suite 110
600 Courtland Street
Orlando, FL 32804

DOMESTIC FILING

NAME: MIDWEST SATELLITE SYSTEMS OF
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
JUL 1 1997
FBI - FLORIDA

4/23/97

W97-9808



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: MIDWEST SATELLITE SYSTEMS OF FLORIDA, INC.
Ref. Number: W97000009808

RESUBMIT
Please give original
submission date as file date

We have received your document for MIDWEST SATELLITE SYSTEMS OF FLORIDA, INC. and the authorization to debit your account in the amount of \$131.25. However, the document has not been filed and is being returned for the following:

The name you are requesting is unavailable, since it has been previously requested by another individual and the document was returned to the individual for corrections and has not yet been resubmitted. However, such name may become available when the work received in this office on has been processed.

This office holds a requested name for 60 days when a document is returned for corrections.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A00021930

RECEIVED
97 APR 30 AM 11:32
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 26, 1997

DANIEL A HANLEY
MIDWEST SATELLITE SYSTEMS, INC.
7624 S MERIDIAN ST
INDPLS, IN 46217SUBJECT: MIDWEST SATELLITE SYSTEMS INC.
Ref. Number: W9700007033

We have received your document for MIDWEST SATELLITE SYSTEMS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual" if a specific date of dissolution or term of existence has not been specified.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 297A00015350

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

PostNet Fax Note	7671	Date	4/29	Page	1
To	MARINA DOWLING	From	KEN OSWALD		
Co/Dept	Mr. Call	Co			
Phone #	Ken	Phone #			
Fax #	904-222-0393	Fax #			

ESTIMATED DATE
4/23/97

ARTICLES OF INCORPORATION

OF

MIDWEST SATELLITE SYSTEMS OF FLORIDA, INC.

FILED
97 APR 28 PM 1:47
TALLAHASSEE, FLORIDA

We, the undersigned, being natural persons of legal age do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be MIDWEST SATELLITE SYSTEMS OF FLORIDA, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

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

To conduct and carry out the business of selling, servicing, and installing satellite dishes of all types and kinds, and to do everything suitable, proper, and necessary to conduct such business, and generally to do and perform any and all work connected therewith.

To buy, sell, exchange, and generally deal in real property, improved and unimproved of every class and description; to sell, buy, mortgage, lease or otherwise acquire or dispose of any real property and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, giving or taking evidence of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or otherwise acquire for the purpose of holding or disposing of the same, involving real property of every kind and description; to rent or lease, office buildings, rental apartments, condominium units, or any

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 assets of any other corporation and engage in the same or other character of business. 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.

To engage in any activity or business permitted under the laws of the United States and of this State.

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 of Common Stock. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

ARTICLE VI**PRINCIPAL PLACE OF BUSINESS**

The initial street address of the principal place of business of the corporation shall be 4917 East Colonial Drive, Orlando, Florida 32803.

ARTICLE VII**INITIAL DIRECTORS**

This corporation shall have not less than one (1) nor more than five (5) directors. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. The names and street addresses of the Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

Daniel A. Hanley
919 Bogalusa Ct.
Indianapolis, IN 46217

Phillip J. Carroll
1944 Blazing Trail Ct.
Indianapolis, IN 46217

ARTICLE VIII**SUBSCRIBERS**

The names and street addresses of the Subscribers to these Articles of Incorporation are as follows:

Daniel A. Hanley
919 Bogalusa Ct.
Indianapolis, IN 46217

Phillip J. Carroll
1944 Blazing Trail Ct.
Indianapolis, IN 46217

ARTICLE IX**REGISTERED AGENT**

The name and address of the Registered Agent to accept service of process within the state on behalf of the corporation is: ROSALIND VANHANDLE, 512 Lakehaven Court, Orlando, Florida 32828, and by her signature on the Certificate attached hereto

ARTICLE X**INDEMNIFICATION**

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or by reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

ARTICLE XI**AMENDMENT**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

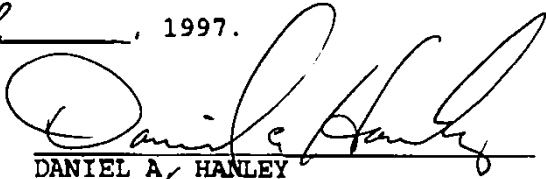
ARTICLE XII**PRE-EMPTIVE RIGHTS**

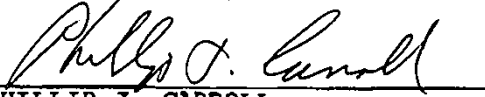
Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIIICOMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we, the undersigned, being the subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set our hands and seals this 23 day of april, 1997.

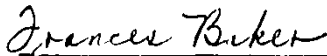

DANIEL A. HANLEY


PHILLIP J. CARROLL

STATE OF INDIANA
COUNTY OF MARION

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared DANIEL A. HANLEY, to me known to be the person who executed the foregoing Articles of Incorporation, or who produced _____ as identification, and he acknowledged that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS our hand and official seal this 23rd day of April, 1997.


Notary Public
Printed Name: FRANCES BAKER
My Commission Expires: January 1st, 1999

STATE OF INDIANA
COUNTY OF MARION

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared PHILLIP J. CARROLL, to me known to be the persons who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS our hand and official seal this 23rd day of April, 1997.

ACCEPTANCE OF REGISTERED AGENT

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.



ROSALIND VANHANDLE
Registered Agent

a:\Midwest.A01

FILED
JAN 28 PM 1:47
TALLAHASSEE, FLORIDA