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10651 SW 88 STREET #217  
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P97000042122

April 11, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-04/14/97--01020--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Satellite Systems, Inc.  
RE: STARGATE ENTERPRISES COMPANY

Dear Sir or Madam:

I enclose the original and one copy of the Articles of Incorporation and my check in the amount of Seventy Dollars (\$70.00), computed as follows:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00

If these meet with your approval, kindly return the filed copy of the Articles of Incorporation to my office.

Thank you.

Very truly yours,

  
Jane E. Hendricks

~~97-8938~~  
DMP  
4/15/97

FILED  
97 MAY -9 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 15, 1997

JANE E. HENDRICKS  
ATTORNEY AT LAW  
10651 SW 88 STREET #217  
MIAMI, FL 33176

SUBJECT: STARGATE ENTERPRISES COMPANY  
Ref. Number: W97000008738

*See revised attached  
articles of  
incorporation  
J. Hendricks  
5-7-97*

We have received your document for STARGATE ENTERPRISES COMPANY 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 597A00018985

**ARTICLES OF INCORPORATION  
OF  
STARGATE SATELLITE SYSTEMS, INC.**

**FILED**  
97 MAY -9 PH 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is STARGATE SATELLITE SYSTEMS, INC. The principal office mailing address is C/O Lue King Lue 4405 NW 73 Road Avenue suite 112-8080 Miami, Florida 33166-6400.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One hundred shares of One Penny (\$0.01) par value stock which shall be designated "COMMON SHARES."

**ARTICLE V - PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash 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 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 VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4550 NW 9th Street suite 912 Miami, Fl. 33126, and the name of the initial registered agent of this corporation at that address is Gary P. Yuen.

**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 bylaws but shall never be less than one. The names and addresses of the initial director of this corporation are:

President/Secretary/Treasurer: Lue King Lue 4405 NW 73 Road Avenue suite 112-8080 Miami, Florida  
33166-6400.

Vice-President: Gary Yuen 4550 NW 9th Street suite 912 Miami, Fl. 33126

(Articles of Incorporation)

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these articles is: Lue King Lue 4405 NW 73 Road Avenue suite 112-8080 Miami, Florida 33166-6400.

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth (1/10) of all of the shares entitled to vote at the meeting.

**ARTICLE XI - SHAREHOLDER QUORUM AND VOTING**

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall constitute the act of the shareholders.

**ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 28 day of March, 1997.

  
LUE KING LUE

(Articles of Incorporation)

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me by LUE KING LUE who is personally known to me or who has produced personally known as identification and who did take an oath and who acknowledged to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation this 28 day of March, 1997.

My commission expires:



Jane E Hendricks  
My Commission CC581762  
Expires Oct. 03, 2000

Jane E. Hendricks  
NOTARY PUBLIC STATE OF FLORIDA

Jane E. Hendricks  
PRINT NAME

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

Gary P. Yuen  
REGISTERED AGENT  
GARY P. YUEN