

TRANSMITTAL LETTER

97 SEP II AM II: 37
SECRETARY OF STATE

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Satell Member Services, Inc.

(Proposed corporate name - must include suffix)

000002266610--1 -08/14/97--01020--014 ******78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for .

\$70.00

378.75

Filing Fee Filing Fee

& Certificate

\$122.50

Filing Fee

& Certified Copy

\$131.25

Filing Fee,

Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: Paulene Fults
Name (Printed or typed)

118 S. Westshore Blvd. #430

Address

Tampa, FL 33609

City, State & Zip

(813) 289-8969

Daytime Telephone number

AL SEP 1 2 1997



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 14, 1997

PAULENE FULTS 118 S. WESTSHOKRE BLVD., #430 TAMPA, FL 33609

SUBJECT: SATELL MEMBER SERVICES, INC. Ref. Number: W97000018784

We have received your document for SATELL MEMBER SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of 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 (850) 487-6928.

Letter Number: 597A00041252

Agnes Lunt Corporate Specialist

ARTICLES OF INCORPORATION



The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLEI NAME

The name of the corporation shall be:

Satell Member Services, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

118 S. Westshore Blvd. #430 Tampa, Florida 33609

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS
The name and address of the initial registered agent is:

Paulene Fults 118 S. Westshore Blvd. #430 Tampa, Florida 33609

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Paulene Fults 118 S. Westshore Blvd. #430 Tampa, Florida 33609

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

day of <u>Reg.</u> 1997.

(An additional article must be added if an effective date is requested.)

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name of the corporation is:	Satell	Member	Services,	Inc.
2.	The name and address of the register	ered agent and office	e is:		
	Paulene Fults (NAME)				
	118 S. Westshore Blvd. #430 (P.O. Box of Mail Drop Box NOT ACCEPTABLE)				
	Tampa, Florida 33609 (CITY/STATE/ZIP)				

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(SIGNATURE)

(DATE)