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ATTORNEY AT LAW
500 NORTH OCEAN STREET
JACKSONVILLE, FLORIDA 32202-3191

TELEPHONE 353-8295
AREA CODE 904

FACSIMILE 353-1341

September 4, 1997

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***122.50 ***122.50

Honorable Sandra Barringer-Morthan
Secretary of State
State Capitol, Plaza 2
Tallahassee, Florida 32399-0250

Re: Articles of Incorporation of Excel, Inc., a Florida
corporation

Dear Sir:

Enclosed herewith please find the original and two (2) copies of
the Articles of Incorporation to be filed by your office
concerning the above described corporation.

In addition, I have enclosed my office account check payable to
your office for the following:

1. Filing Fee.....\$ 35.00
2. Certificate of Resident Agent..... 35.00
3. Certified copy of Articles..... 52.50

Total.....\$122.50

I would appreciate your returning a certified copy of the
Articles of Incorporation to my office.

Thank you for your prompt attention to this matter.

Sincerely,


ROY E. DEZERN

RED\ts

Enclosures

97 SEP 19 AM 8:23

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ED
9-22-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 8, 1997

ROY E. DEZERN
500 NORTH OCEAN STREET
JACKSONVILLE, FL 32202-3191

SUBJECT: EXCELL, INC.
Ref. Number: W97000020600

We have received your document for EXCELL, INC. and your check(s) totaling \$122.50. 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 997A00044608

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ARTICLES OF INCORPORATION

OF

MAJESTIC COMMUNICATIONS, INC.

The undersigned subscribers, Michael Harper and Wesley C. Tripp, to these Articles of Incorporation, being natural persons competent to contract, desiring that they be incorporated, for such purpose so hereby make, execute and adopt the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Majestic Communications, Inc.

ARTICLE II

The general powers of this corporation shall be as follows:

- A. All corporate powers as specifically set forth in Section 607.0302, Florida Statutes.
- B. To conduct and engage in the business of the transmission of audio and video signals to satellites for broadcast in the television and radio network and private industry.
- C. To operate, conduct, carry on and engage in any other business or businesses not prohibited by law.
- D. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods,

wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

E. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

F. 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 indebtedness as required.

G. To purchase the corporate assets of any other corporation and engage in the same manner or other character of business.

H. To guarantee, endorse, purchase, hold, sell, transfer mortgages, pledge, or otherwise acquire or dispose of the shares of 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.

I. The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers and objects shall not be held to restrict or limit in any manner the general powers or objects of this corporation. In general, to carry on any other business in connection with or related or incidental to the foregoing permitted by law; to have and exercise all the powers conferred by the present or future laws of the State of Florida upon corporations formed for any or all of the purposes aforesaid.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, of the par value of Ten and No/100 Dollars (\$10.00) per share.

The whole or any part of the authorized capital shares may be issued for such consideration having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred and No/100 Dollars (\$500.00).

ARTICLE V

This corporation shall have and continuously maintain in this state:

A. A registered office, the initial registered office is

designated as Majestic Communications, Inc., 10736 Spurs Court,
Jacksonville, Florida 32257.

B. A registered agent, the initial registered agent is
Michael Harper whose business office is located at 10736 Spurs
Court, Jacksonville, Florida 32257.

The Board of Directors may from time to time change its
registered office or its registered agent pursuant to Section
607.0502, Florida Statutes.

ARTICLE VI

This corporation shall have perpetual existence and the
commencement of the corporate existence shall be at the time of
the filing of this Articles of Incorporation by the Department of
State, State of Florida.

ARTICLE VII

The corporation shall have two (2) Directors initially. The
number of directors may be decreased or increased from time to
time by the By-Laws adopted by the stockholders.

ARTICLE VIII

The names and addresses of the member of the initial Board
of Directors of this corporation, who, subject to the provisions
of Florida, will hold office for the first year of the
corporation's existence, or until the successors are elected and
have qualified, is as follows:

Wesley C. Tripp

1326 Lana Road
Jacksonville, FL 32257

Michael Harper

10736 Spurs Court
Jacksonville, FL 32257.

ARTICLE IX

The names and addresses of the incorporators of this corporation are as follows:

Michael Harper

10736 Spurs Court
Jacksonville, FL 32257

Wesley C. Tripp

1326 Lana Road
Jacksonville, FL 32257

ARTICLE X

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 stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The name and address of the officers who shall conduct the business of the corporation until those elected at the first annual election shall be qualified are as follows:

Wesley C. Tripp/President

1326 Lana Road
Jacksonville, FL 32257

Michael Harper/Secretary
/Treasurer

10736 Spurs Court
Jacksonville, FL 32257

ARTICLE XII

The corporation shall not have more than thirty-five (35) stockholders and otherwise shall fulfill the requirements necessary for it to elect to become an "electing small business

corporation" under Subchapter S of the Internal Revenue Code and the stock of this corporation qualifies as small business stock under Internal Revenue Code §1244.

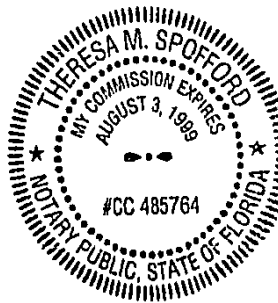
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Jacksonville, Duval County, Florida, this 16th day of September, 1997.

Michael Harper (SEAL)
MICHAEL HARPER

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged before me this 16th day of September, 1997, by Michael Harper, who did/did not take an oath and who:

- ☒ is personally known to me.
- ☐ produced current Florida Drivers License as identification.
- ☐ produced _____ as identification.



Theresa M. Spofford
Notary Public

Notary Public
Notary Name _____
Commission Expires: _____
Commission No. _____

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Jacksonville, Duval County, Florida, this 16th day of September, 1997.

Wesley C. Tripp (SEAL)
WESLEY C. TRIPP

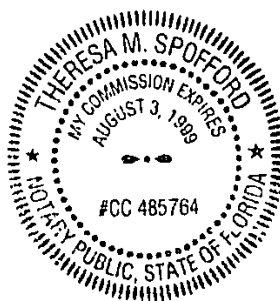
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged
before me this 16th day of September, 1997, by Wesley C. Tripp,
who did/did not take an oath and who:

(☒) is personally known to me.

() produced current Florida Drivers License as
identification.

() produced _____ as
identification.



Theresa M. Spofford
Notary Public

Notary Public

Notary Name _____

Commission Expires: _____

Commission No. _____

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

Pursuant to Chapter 607.0501, Florida Statutes, the following
is submitted, in compliance with said Act:

First -- That Majestic Communications, Inc., desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation at City of
Jacksonville, County of Duval, State of Florida, has named Michael
Harper, located at 10736 Spurs Court, Jacksonville, Florida 32257,
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

By: 
(Resident Agent)

HARPER.M\DISRESID.AGT

FILED
CLERK OF STATE
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