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TO: DIVISION OF CORPORATIONS

EFFECTIVE DATE
12-17-97

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: STARLINK SATELLITE, INC. AUDIT NUMBER.....H97000021043 DOC
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STARLINK SATELLITE, INC.**

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

EFFECTIVE DATE
12-17-97

ARTICLE I

The name of the corporation shall be Starlink Satellite, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares of stock that the corporation shall have authority to issue and to have outstanding at any one time is 1,000,000 shares of common stock at \$0.001 par value per share. Preferred stock may be created and issued, from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, options or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such preferred stock adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

The corporation elects to have preemptive rights.

LAW PRACTICE OF SCOTT L. LAMPERT, P.A.
1701 WEST HILLSBORO BLVD, SUITE 302
OCEANFIELD BEACH, FL 33442
(954) 571-9920
FL BAR NO. 4085442

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ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation.

ARTICLE IX

The initial registered agent of the corporation is Scott L. Lampert, Esq. The street address of the corporation's initial registered office is 1701 West Hillsboro Blvd., Suite 302, Deerfield Beach, FL 33442.

ARTICLE X

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

Starlink Satellite, Inc.
1701 West Hillsboro Blvd.
Suite 302
Deerfield Beach, FL 33442.

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ARTICLE XI

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE XII

The existence of this corporation shall begin on December 17, 1997.

ARTICLE XIII

The name and address of the incorporator to these Articles of Incorporation is Scott L. Lampert, Esq., 1701 West Hillsboro Blvd., Suite 302, Deerfield Beach, FL 33442.

The undersigned incorporator has executed these Articles of Incorporation this 19th day of December, 1997.



Scott L. Lampert, Incorporator

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