

P98000058437

June 24, 1998

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

100002574491--2  
-06/29/98--01045--003  
\*\*\*\*122.50 \*\*\*\*122.50

Subj: Incorporation of ISLAND COMMUNICATIONS USA, INC.

Dear Sir:

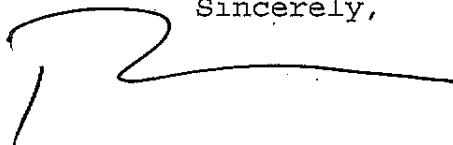
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,



Robert West

FILED  
98 JUN 29 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

98 JUN 29 AM 8:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ISLAND COMMUNICATIONS USA, INC.

ARTICLE I. NAME

The name of this corporation is

ISLAND COMMUNICATIONS USA, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common 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 (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 31 Winar Dr., Merritt Island, Florida 32953, and the name of the initial registered agent of this corporation at that address is ROBERT WEST.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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 name and address of the initial director of this corporation are:

ROBERT WEST  
31 Winar Dr.  
Merritt Island, FL 32953

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 31 Winar Dr., Merritt Island, Florida 32953, and the mailing address of the corporation is 31 Winar Dr., Merritt Island, Florida 32953.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

ROBERT WEST  
31 Winar Dr.  
Merritt Island, FL 32953

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 24th day of June, 1998.

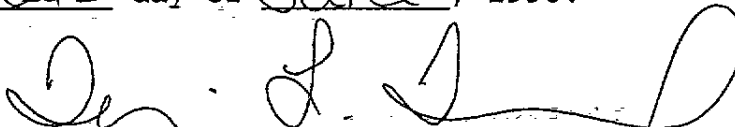
  
ROBERT WEST

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ROBERT WEST to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 24th day of June, 1998.

FLIDL

  
Notary Public



JONI L. TOWNSEND  
MY COMMISSION # CC736284 EXPIRES  
April 23, 2002  
BONDED THROUGH TRACY FARM INSURANCE, INC.

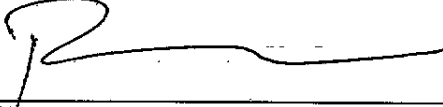
DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That ISLAND COMMUNICATIONS USA, INC., desiring to  
organize under the laws of the State of Florida, with its  
principal office at 31 Winar Dr., Merritt Island, Brevard  
County, Florida 32905, has named ROBERT WEST, located at 31  
Winar Dr., Merritt Island, Brevard County, Florida 32953, as  
its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
\_\_\_\_\_  
ROBERT WEST  
Registered Agent

FILED  
98 JUN 29 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA