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ACCOUNT NO. : 072100000032

REFERENCE : 391618 10250A

AUTHORIZATION : -

COST LIMIT : \$ 78.75

ORDER DATE : September 29, 1999

ORDER TIME : 11:46 AM

ORDER NO. : 391618-005

CUSTOMER NO: 10250A

900003000493--9

CUSTOMER: Ms. Chris L. Wohlbrandt
VOGEL LAW OFFICE
VOGEL LAW OFFICE
Suite B, midwest Title Building
3936 Tamiami Trail North
Naples, FL 33940

DOMESTIC FILING

NAME: SATELLITE BROADCASTING
CORPORATION II

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 29 AM 11:35

RECEIVED
99 SEP 29 PM 12:52
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FL 32399

ARTICLES OF INCORPORATION

OF

SATELLITE BROADCASTING CORPORATION II

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 29 AM 11:35

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is SATELLITE BROADCASTING CORPORATION II, whose principal office and mailing address is 900 Second Avenue South, Suite 880, Minneapolis, Minnesota 55402.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, and the par value of each such share is One Dollar \$(1.00), amounting to the aggregate of One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 3936 Tamiami Trail North, Suite B, Naples, Florida 34103, and the name of its initial registered agent at such address is James D. Vogel

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is two and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

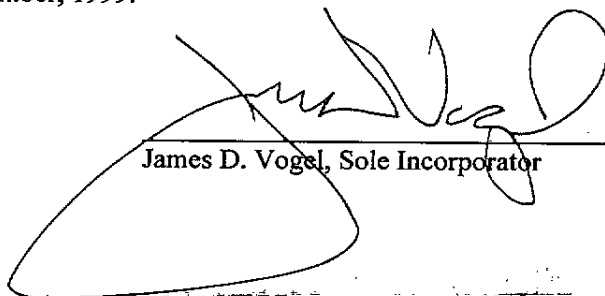
Garrett G. Carlson, Sr.
Satellite Broadcasting Corporation
P.O. Box 1826
Naples, FL 34106-1826

Edwin Melendez
c/o Multi-Media Innovations, Inc.
P.O. Box 816074
Hollywood, FL 33081

ARTICLE VI

The name and address of the sole incorporator is James D. Vogel, 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

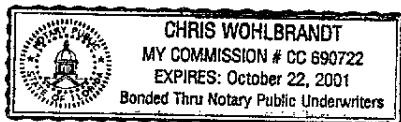
IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 25th day of September, 1999.

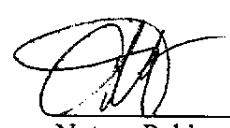

James D. Vogel, Sole Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 25th day September, 1999, by James D. Vogel, as sole incorporator of Satellite Broadcasting Corporation II. He is personally known to me.




Notary Public - Signature

Notary Public - Print Name
Commission No. _____

My Commission Expires:

(Seal)

ACCEPTANCE BY REGISTERED AGENT

James D. Vogel, having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.


James D. Vogel

Articles of Incorporation
Satellite Broadcasting Corporation II
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DIVISION OF CORPORATIONS