Division of Corporations



Florida Department of State

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FLORIDA PROFIT CORPORATION OR P.A.

BLÜÇSKY SATELLITE COMMUNICATIONS, INC.

Certificate of Status	0			
Certified Copy	1			
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ARTICLES OF INCORPORATION

OF

BLUE SKY SATELLITE COMMUNICATIONS, INC.

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ARTICLE L

The name of this Corporation is:

BLUE SKY SATELLITE COMMUNICATIONS, INC.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 1,000,000 shares of \$.01 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI. VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:

MARK B. GOLDSTEIN, ESQUIRE MARK B. GOLDSTEIN P.A. 2255 GLADES ROAD, SUITE 236W BOCA RATON, FL 33431 (561) 989-9955

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ARTICLE VII. 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

The street address of the initial registered office of this Corporation is: 2255 Glades Road, Suite 236W, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 2255 Glades Road, Suite 236W, Boca Raton, FL 33431.

ARTICLE IX.

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Director of this Corporation is:

MARK B. GOLDSTEIN 2255 GLADES ROAD, SUITE 236W BOCA RATON, FL 33431.

MARK JACKSON 2255 GLADES ROAD, SUITE 236W BOCA RATON, FL 33431.

ARTICLE X.

The name and address of the person or entity signing these Articles of Incorporation

is:

MARK B. GOLDSTEIN 2255 GLADES ROAD, SUITE 236W BOCA RATON, FL 33431.

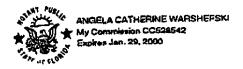
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ARTICLE XI. AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WE of Incorporation this5	EREOF, the m	ndersigned subscriber has executed these Articles r 1999.
		BLUE SKY SATELLITE COMMUNICATIONS INC. BY: MARK B. GOLDSTEIN, Incorporator
STATE OF FLORIDA)	
COUNTY OF PALM BEACH)	
administer oaths and to take ack known to me to be the person of acknowledged before me that he identification of the above-named taken.	nowledgments, described in an executed the l person; i.e., F	day, before me, an officer duly authorized to personally appeared MARK B. GOLDSTEIN, d who executed the foregoing instrument, who same, that I relied upon the following form of lorida Drivers License and that an oath was not
WITNESS my hat County and State aforesaid.	nd and official	seal, this _5_ day of October 1999, in the
		PRINT NAME: NOTARY PUBLIC, STATE OF FLORIDA My commission expires: Commission No:



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

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT BLUE SKY SATELLITE 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 2255 Glades Road, Suite 236W, Bora Raton, Florida HAS NAMED MARK B. GOLDSTEIN, LOCATED AT 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FL 33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

	BY:	Got	.DSTI	EIN, Regi	stered	 Agent		
HAVING BEEN NAMED TO ACCEPT	SERVICE OF	PRO	CESS	FOR TH	E ABO	VE-ST.	ATEI)
CORPORATION, AT THE PLACE D	ESIGNATED	IN 1	THIS	CERTIFI	CATE,	I HE	REBY	7
AGREE TO ACT IN THIS CAPACITY,	AND FURT	HER A	AGRE	E TO CO	OMPLY	WITE	I THI	3
PROVISIONS OF ALL STATUTES	RELATIVE '	TO T	HE P	ROPER	AND	COMP	(LET)	3
PERFORMANCE OF MY DUTIES.		. 1	. 1				3	
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BLUE SKY SATTELLITE COMMUNICATIONS, INC.

GOLDSTEIN, Incorporator

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STATE OF FLORIDA COUNTY OF PALM BEACH

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this ____ day of October 1999, in the County and State aforesaid. ANGELA CATHERINE WARSHELINT

Му Сомпиния СС528542 NOTARY PUBLIC, STATE OF FLORIDA Expires July 29 2000 My Commission Expires