

V32514

Document Number Only

FILED

Marsat Services Inc. 1992 APR 27 PM 12:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Zirzow

Mark E. Zirzow

Requestor's Name

3146 St. Annes Dr.

Address

Boca Raton FL 33496

City

State

Zip

Phone

-04/09/92--00149--007
DOMESTIC CHARTER \$122.50
REGISTERED AGENT-----***35.00
CHARTER FILING-----***35.00
CERT/PHOTO COPY-----***12.50
=====*****
TOTAL-----***122.50

CORPORATION(S) NAME

Marsat Services, Inc.

☐ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☐ Walk In

☐ Will Wait

☐ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

EFFECTIVE DATE

4-24-92

080-081

SHARON L. TALA

APR 30 1992



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

FILED
132 APR 27 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 14, 1992

MARK E. ZIRZOW
3146 ST. ANNES DRIVE
BOCA RATON, FL 33496

SUBJECT: MARSAT SERVICES, INC.
Reference: W57117

Dear SIR:

We have received your document for the above corporation. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

The document must contain written acceptance by the registered agent, i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"; and the registered agents signature.

Return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions regarding the filing of your document, please call (904) 487-6880.

Sharon L. Tala
Corporate Specialist
Business Organization Filing Section

EFFECTIVE DATE

4-24-92

ARTICLES OF INCORPORATION OF MARSAT SERVICES, INCORPORATED

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does agree and certify as follows:

ARTICLE ONE - NAME

The name of this corporation shall be Marsat Services, Incorporated. (the "Corporation").

ARTICLE TWO - COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date these Articles of Incorporation are accepted and filed with the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE THREE - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Corporation shall be located at 3164 St. Anne's Drive, Boca Raton, Florida, 33496.

ARTICLE FOUR - PURPOSES AND GENERAL POWERS

4.1. The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a). to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(b). to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(c). to sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(d). to lend money to and use its credit to assist its officers and employees;

FILED
1992 APR 27 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(e). to purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid;

(f). to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(g) to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, assets, franchises, and income;

(h). to enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose;

(i) to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) to conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act or by other applicable law within or without the State of Florida;

(k) to elect or appoint officers and agents and define their duties and fix their compensation;

(l) to make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs;

(m) to promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes;

(n) to transact any lawful business which its Board of Directors shall find will be in aid of governmental policy;

(o) to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(p) to be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise; and

(q) to have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE FIVE - CAPITAL STOCK

5.1. Number and Class of Shares Authorized; Par Value. This Corporation is authorized to issue One Thousand (1,000) shares of voting common stock, having a par value of \$ 1.00 per share, which shall be designated "Common Stock."

5.2. Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

5.3. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same kind, class or series as that

which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price. There shall be no preemptive rights to shareholders.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 3164 St. Annes Drive, Boca Raton, Florida, 33496 and the initial registered agent of the Corporation at that address shall be Mark C. Zirzow. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without ammendment of these Articles of Incorporation.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of two (2) directors. The number of directors of the Corporation shall be specified, from time to time, by the Bylaws provided, however, that the number of directors shall never be less than two (2). The name and street address of the initial directors of this Corporation are:

<u>Director</u>	<u>Street Address</u>
Mark C. Zirzow	3164 St. Annes Drive Boca Raton, Florida, 33496
Susan B. Zirzow	3164 St. Annes Drive Boca Raton, Florida, 33496

ARTICLE EIGHT - INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

<u>Name</u>	<u>Street Address</u>
Mark C. Zirzow	3164 St. Annes Drive Boca Raton, Florida, 33496

ARTICLE NINE - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE TEN - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors,

officers, employees and agents from and against all liabilities and obligations, including attorneys' fees and costs, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willfull misconduct or gross negligence.

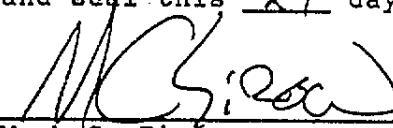
ARTICLE ELEVEN - AMENDMENT

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

ARTICLE TWELVE - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 24 day of April, 1992.


Mark C. Zirzow

STATE OF FLORIDA
PALM BEACH COUNTY

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this Certificate on the date set forth below, Mark C. Zirzow personally appeared before me and has executed this instrument.

I HEREBY FURTHER CERTIFY, that Mark C. Zirzow, as the person making the foregoing acknowledgment, is the same person either executing or acknowledging execution of the foregoing instrument and described therein because I have satisfactory evidence of same based upon Florida driver's license issued by the Department of Highway Safety and Motor Vehicles.

WITNESS my hand and official seal in the State and County aforesaid this 24th day of April, 1992.

Notary Public
State of Florida at Large
My Commission Expires
August 19, 1995


Notary Public

GAILA ZECH
Notary Print Name

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED**

In compliance with sections 48.091 and 607.0501, Florida
Statutes, the following is submitted:

Marsat Services, Incorporated (the "Corporation") desiring
to organize as a domestic corporation or qualify under the laws
of the State of Florida has named and designated Mark C. Zirzow
as its Registered Agent to accept service of process within the
State of Florida with its registered office located at 3164
St. Annes Drive, Boca Raton, Florida, 33496.

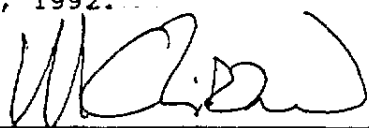
ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation
at the place designated in this Certificate, I hereby agree to
act in this capacity; and I am familiar with and accept the
obligations of Section 607.0501, 607.0502, 607.0504 and 607.0505,
Florida Statutes, as the same may apply to the Corporation; and
I further agree to comply with the provisions of Section 48.091,
Florida Statutes and all other statutes, all as the same apply
to the Corporation relating to the proper and complete
performance of my duties as Registered Agent.

DATED this 24 day of April, 1992.

EFFECTIVE DATE

4-24-92


Mark C. Zirzow
Registered Agent

FILED
1992 APR 27 PM 12:35
TALLAHASSEE
FLORIDA