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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

700001398587
-02/07/95--01032--004
*****78.75 *****78.75

SUBJECT: PAPERLESS HAWAII, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business In Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DANIEL STUART - Vice President
(Name of Person)
PAPERLESS HAWAII, INC. d/b/a 21ST CENTURY SATELLITE SYSTEMS
(Firm/Company)
195. E. FAIRFIELD DR
(Address)
PENSACOLA FL 32503
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

DANIEL C STUART at (904) 438-4495
(Name of Person) Area Code & Daytime Telephone Number
WARREN C. STUART OR (808) 599-6162

95 FEB -9 AM 8:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. PAPACUSS HAWAII, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. HAWAII 3. 99-0303048
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/23/93 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2-15-95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1088 BISHOP ST STE 2505
HONOLULU, HI 96813
(Current mailing address)

8. To MARKET, SELL and install satellite TV systems + other equipment
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: DANIEL STUART
Office Address: 195 E FAIRFIELD DR
PENSACOLA, Florida, 32503
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: WARREN C STUART
↓ Director
Address: 1083 Bishop St H 2505
HONOLULU HI 96813

Vice Chairman: EILEEN D HINES
↓ Director
Address: 1206 AINIKOA AVE
HONOLULU HI 96821

Director: SEE ABOVE
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: WARREN C STUART
Address: 1088 Bishop St STE 2505
HONOLULU HI 96813

Vice President: DANIEL C STUART
Address: 7416 SUMMIT DR
NAVARRE FL 32566

Secretary: _____
Address: _____

Treasurer: KAREN A MOWLI-STUART
Address: 7416 SUMMIT DR
NAVARRE FL 32566

55 FEB -9 PM 8:43
SECRET
DIVISION OF REVENUE

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Warren C Stuart
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. WARREN C STUART President
(Typed or printed name and capacity of person signing application)

State of Hawaii
Department of Commerce and Consumer Affairs
Honolulu

CERTIFICATE OF GOOD STANDING

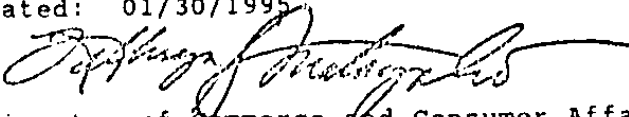
I, the undersigned Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that according to the records of this Department


PAPERLESS HAWAII, INC.

was incorporated under the laws of Hawaii on 03/23/1993 that it is an existing corporation in good standing, and is duly authorized to transact business.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii.

Dated: 01/30/1995


Director of Commerce and Consumer Affairs

By 
Commissioner of Securities

STAFF-9
1995-01-30
DEPT. OF COMMERCE AND CONSUMER AFFAIRS