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ACCOUNT NO. : 072100000032
REFERENCE : 539594 4307980
AUTHORIZATION : Patricia Pizuto
COST LIMIT : \$ 70.00

FILED IN STATES
DIVISION OF CORPORATIONS
00 JAN - 6 PM 1:17

ORDER DATE : January 5, 2000

ORDER TIME : 10:16 AM

ORDER NO. : 539594-005

200002090102--7

CUSTOMER NO: 4307980

CUSTOMER: Ginny Mulroy, Legal Assistant
Wilmer, Cutler & Pickering
2445 M Street, N.W.

Washington, DC 20037

FOREIGN FILINGS

6

NAME: TELEFONICA DATA USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

RECEIVED
00 JAN - 6 AM 10:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Angie Glisar

nk
1/6/00

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TELEFÓNICA DATA USA, INC.
(Name of corporation - must include suffix)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -6 PM 1:17

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:

Augusto Repetto
(Name of Person)
Wilmer, Cutler & Pickering
(Firm/Company)
2445 M Street, N.W.
(Address)
Washington, D.C. 20037
(City/State/Zip)

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

Augusto Repetto at (202) 663-6177
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

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1. TELEFÓNICA DATA USA, 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. Delaware

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. December 14, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. TELEFÓNICA DATA USA, INC.

c/o Wilmer, Cutler & Pickering, 2445 M Street, N.W., Washington, DC 20037

(Current mailing address) Attn.: Augusto Repetto

8. To engage in any lawful activity permitted by a corporation.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301 (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.

Corporation Service Company

By: [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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. José Francisco Estévez Rodríguez, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

Directors and Officers of TELEFONICA DATA USA, INC.

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DIVISION OF CORPORATIONS
00 JAN -6 PM 1:17

NAME	OFFICE	ADDRESS
Guillermo Fernández Vidal	Director and President	Gran Vía 28 28013 Madrid, Spain
José Luis Guezuraga Villa	Director and Vice President	Beatriz de Bobadilla 14 28040 Madrid, Spain
Rafael Sagrario Durán	Director	Beatriz de Bobadilla 14 28040 Madrid, Spain
José Francisco Estévez Rodríguez	Secretary and Treasurer	Beatriz de Bobadilla 14 28040 Madrid, Spain

State of Delaware
Office of the Secretary of State

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -6 PM 1:14

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEFONICA DATA USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELEFONICA DATA USA, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0181959

DATE: 01-05-00