

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4045
1007



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 059144 4356612

AUTHORIZATION

COST LIMIT : \$ 70.00

FILED
04 DEC 27 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 3, 2004

ORDER TIME : 9:13 AM

ORDER NO. : 059144-040

CUSTOMER NO: 4356612

CUSTOMER: Veronica Arroyo
Fox Entertainment Group
Suite 1400
2121 Avenue Of The Stars
Los Angeles, CA 90067

FOREIGN FILINGS

NAME: FOX DIGITAL ENTERPRISES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: TROY TODD -- EXT# 2940

EXAMINER: _____

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.

1. Fox Digital Enterprises, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 71-0972989

(FEI number, if applicable)

4. 10/22/04

(Date of incorporation)

5. perpetual

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

6. upon qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10201 West Pico Boulevard, Los Angeles, CA 90035

(Principal office address)

PO Box 900, Attn. Tax Dept., Beverly Hills, CA 90213

(Current mailing address)

8. _____
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(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: _____

(Registered agent's signature)

Alexis Cassidy, Assistant Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached schedule

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached schedule

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. Raymond L. Parrish
(Signature of Director or Officer listed in number 12 of the application)

14. Raymond L. Parrish, Senior Vice President
(Typed or printed name and capacity of person signing application)

FOX DIGITAL ENTERPRISES, INC.

Directors and Officers

DIRECTORS

<u>Name</u>	<u>Business address</u>
K. Rupert Murdoch	1211 Avenue of the Americas New York, NY 10036
David F. DeVoe	1211 Avenue of the Americas New York, NY 10036

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business address</u>
Anthony Vinciguerra	President & Chief Executive Officer	All officers can be reached at: c/o 10201 West Pico Blvd. Los Angeles, CA 90035
Andy Setos	President, Network Operations	
Richard Friedel	Executive Vice President & General Manager	
Del Mayberry	Executive Vice President & Chief Financial Officer	
Rita Tuzon	Executive Vice President, General Counsel & Assistant Secretary	
Adrienne Gary	Senior Vice President, Human Resources	
Andrew Hubsch	Senior Vice President, Treasurer & Assistant Secretary	
Raymond L. Parrish	Senior Vice President & Assistant Treasurer	
David E. Miller	Assistant Treasurer	
Ann Calfas	Assistant Secretary	
Elizabeth Casey	Assistant Secretary	
Jon Del Barrio	Assistant Secretary	
Randall F. Kender	Assistant Secretary	
Jill Ratner	Assistant Secretary	
Gary D. Roberts	Assistant Secretary	
Ron Wheeler	Assistant Secretary	

Delaware

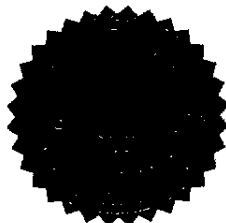
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOX DIGITAL ENTERPRISES, 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 SIXTH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FOX DIGITAL ENTERPRISES, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2004.

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



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040873694

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3520286

DATE: 12-06-04