

Document Number On **F 96000006633**

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

000002032510--B
-12/18/96--0T054--025
*****35.00 *****35.00

000002032510--B
-12/18/96--0T054--026
*****35.00 *****35.00

GTE Main Street Incorporated

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. GTE Main Street Incorporated
(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 3. 16-1450339
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 21, 1993 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.150, F.S.))
7. One Stamford Forum
Stamford, Connecticut 06904
(Current mailing address)
8. Corporation will provide television-based, interactive video information, education, entertainment and transaction services.
(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: _____ (See Rider Attached)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: _____ (See Rider Attached)

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. Thomas A. Grieb, Vice President
(Typed or printed name and capacity of person signing application)

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Florida

Rider

GTE MAIN STREET INCORPORATED

A. DIRECTORS

Title	Name	Business Address
Director	Richard W. Scott	600 Hidden Ridge Irving, TX 75038
Director	Thomas W. White	600 Hidden Ridge Irving, TX 75038
Director	William D. Wilson	600 Hidden Ridge Irving, TX 75038

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B. OFFICERS

Office	Name	Business Address
President	Richard W. Scott	600 Hidden Ridge Irving, TX 75038
Vice President and Treasurer	Dan J. Cohrs	One Stamford Forum Stamford, CT 06904
Vice President	Thomas A. Grieb	One Stamford Forum Stamford, CT 06904
Vice President- Programming	Robert J. Regan	2401 Colorado Avenue Suite 160 Santa Monica, CA 90404
Vice President and Assistant Secretary	Lawrence E. Shinnick	600 Hidden Ridge Irving, TX 75038
Vice President	Thomas N. Tiscione	1420 East Rochelle Irving, TX 75039
Controller	Thomas M. Reech	One Stamford Forum Stamford, CT 06904
Secretary	Marianne Drost	One Stamford Forum Stamford, CT 06904
Assistant Treasurer	Jan L. Deur	One Stamford Forum Stamford, CT 06904
Assistant Secretary	Janet K. Brzoska	One Stamford Forum Stamford, CT 06904
Assistant Secretary	Gerald L. Edgar	600 Hidden Ridge Irving, TX 75038
Assistant Secretary	Peter K. Plaut	600 Hidden Ridge Irving, TX 75038
Assistant Secretary	Ronald J. Tuccillo	One Stamford Forum Stamford, CT 06904

State of Delaware
Office of the Secretary of State

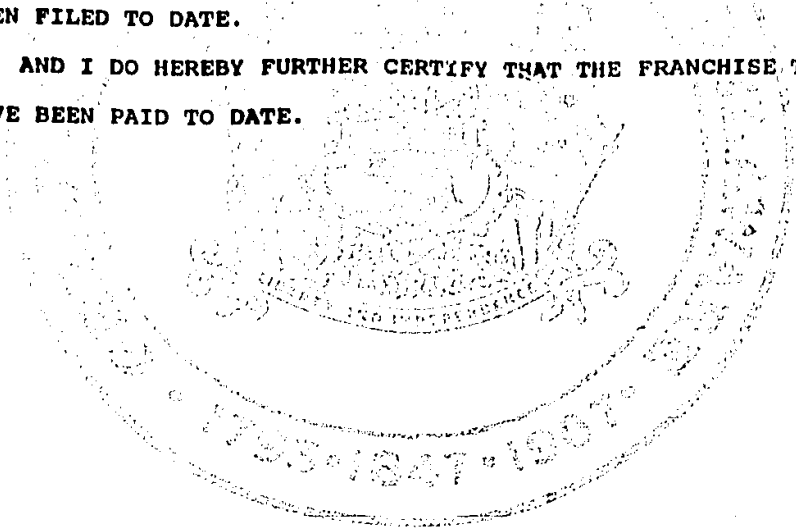
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GTE MAIN STREET INCORPORATED" 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 SIXTEENTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8241758
DATE: 12-16-96