

M9800000/011

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

000002600410--1
-07/28/98--01057--002
****78.75 ****78.75

SUBJECT: MGM Networks Latin America LLC
(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:

Melvin Perez, CFO
(Name of Person)

MGM Networks Latin America LLC
(Firm/Company)

Two Alhambra Plaza, Suite 800
(Address)

Coral Gables, FL 33134
(City/State/Zip)

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-09/11/98--01058--001
****215.00 ****215.00

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

Sandra Austin at (305) 445-4250 Extension 239
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS

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

Name	Matt
Availability	Matt
Document Examiner	Matt
Updater	Matt
Updater Verifier	Matt
Acknowledgement	Matt
v. P. Verifier	Matt

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1998

MELVIN PEREZ, CFO
TWO ALHAMBRA PLAZA, SUITE 800
CORAL GABLES, FL 33134

SUBJECT: MGM NETWORKS LATIN AMERICA LLC
Ref. Number: W98000017222

We have received your document for MGM NETWORKS LATIN AMERICA LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

There is a balance due of \$215.00.

We are enclosing the proper form(s) with instructions for your convenience.

Please 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 concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 298A00039849

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. MGM NETWORKS LATIN AMERICA, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 95-4694430
(FEI number, if applicable)
4. 5/15/98
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. MAY 15, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2 ALHAMBRA PLAZA, SUITE 800, CORAL GABLES,
FLORIDA, 33134
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>GUSTAVO PURO MAYO</u>	<u>MGRM</u>	_____	_____
<u>2 ALHAMBRA PLAZA, #800</u>		_____	
<u>GABLES - FL 33134</u>		_____	
<u>MELVIN PEREZ</u>	<u>MGRM</u>	_____	
<u>2 ALHAMBRA PLAZA, #800</u>		_____	
<u>GABLES - FL 33134</u>		_____	
_____		_____	
_____		_____	
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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 "MGM NETWORKS LATIN AMERICA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JULY, A.D. 1998.

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

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SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9215372

DATE:

07-24-98

2896672 8300

981288387

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the Limited Liability Company is:

MGM NETWORKS LATIN AMERICA LLC

2. The name and the Florida street address of the registered agent and office are:

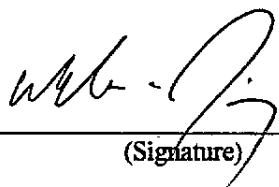
Mavin Perez
(Name)

2 Alhambra Plaza, suite 800
Florida street address (P.O. Box **NOT** ACCEPTABLE)

CORAL GABLES FL 33134
City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

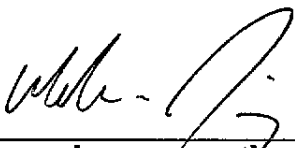
x 
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of MGM Networks Latin America, LLC. certifies:

- 1) the above named limited liability company has at least two members; MGM International Inc and UH Latin American Programming, Inc.
- 2) the total amount of cash contributed by the member(s) is \$ 55,825,280
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0-; (A description of the property is attached and made a part hereto.) and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 55,825,280 (This total includes amounts from 2 and 3 above.)

X 
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MELVIN PEREZ, CFO
Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit