



THE UNITED STATES
CORPORATION
COMPANY

P99000048756

FILED
99 MAY 28 PM 12:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 255752; 4303929

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Project

ORDER DATE : May 27, 1999

ORDER TIME : 9:45 AM

ORDER NO. : 255752-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

200002889492--9

DOMESTIC FILING

NAME: TELEFONICA MEDIA
INTERNACIONAL Y DE CONTENIDOS
USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 5/28/99
(4)

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 28 AM 11:28

RECEIVED

ARTICLES OF INCORPORATION
OF
TELEFONICA MEDIA INTERNACIONAL Y DE CONTENIDOS USA, INC.

FILED
99 MAY 28 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is TELEFONICA MEDIA INTERNACIONAL Y DE CONTENIDOS USA, INC.. (the "Corporation").

ARTICLE II

The address of the initial principal office and the mailing address of the Corporation is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name of the

member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

Jose Antonio Rios
c/o Greenberg Traurig, P.A.
1221 Brickell Avenue, 21st Floor
Miami, Florida 33131

ARTICLE VII

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this ____ day of May, 1999.



Patricia Menendez Cambo, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TELEFONICA MEDIA INTERNACIONAL Y DE CONTENIDOS USA, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

Deborah O. Skipper
Agent for the Registered Agent

Dated: May 28, 1999

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TALLAHASSEE, FLORIDA