

P99000048756

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

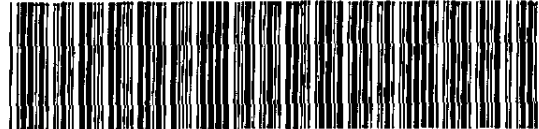
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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05 JUL 14 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*FL Diss With Note all  
\*Cert Copy all  
7-14-05*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Telefonica Media Internacional y de Contenidos USA, Inc.

**DOCUMENT NUMBER:** P99000048756

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maria D. Pizarro

(Name of Person)

Telefonica Larga Distancia

(Name of Firm/Company)

Metro Office Park Bldg. 17 Suite 600

(Address)

Guaynabo, Puerto Rico 00968

(City/State/and Zip Code)

For further information concerning this matter, please call:

María D. Pizarro

(Name of Person)

at ( 787 ) 273 5629

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee     \$43.75 Filing Fee & Certificate of Status     \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)     \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**ARTICLES OF DISSOLUTION**

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:  
Telefonica Media Internacional y de Contenidos USA, Inc.

SECOND: The document number of the corporation (if known): P99000048756

THIRD: The date dissolution was authorized: June 15, 2005

Effective date of dissolution if applicable: June 30th, 2005  
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.


Dissolution was approved by of the shareholders through voting groups

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_ (voting group)

Signed this 13th day of July, 2005

Signature:   
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

María D. Pizarro  
(Typed or printed name of person signing)

Sole Director  
(Title of person signing)

**Filing Fee: \$35**

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TALLAHASSEE, FLORIDA

**Notice of Corporate Dissolution**

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "Notice of Corporate Dissolution" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Telefonica Media Internacional y de Contenidos USA, Inc.

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

Parties, Nature of the claim , a brief explanation of it  
including date of occurrence.

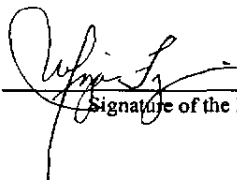
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TALLAHASSEE, FLORIDA

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

María D. Pizarro  
Metro Office Park Bldg. 17 Suite 600  
Guaynabo, Puerto Rico 00968

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

María D. Pizarro  
Printed Name of the Person Filing

  
Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00

**UNANIMOUS WRITTEN CONSENT  
OF THE SOLE SHAREHOLDER AND  
BOARD OF DIRECTORS OF  
TELEFONICA MEDIA INTERNACIONAL  
Y DE CONTENIDOS USA, INC.**

**FILED**  
05 JUL 14 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being all the members of the Board of Directors and Sole Shareholder of TELEFONICA MEDIA INTERNACIONAL Y DE CONTENIDOS USA, INC (the "Company"), a corporation duly organized and existing under the laws of the State of Florida, pursuant to the provisions of the Florida Business Corporation Act, do hereby consent that, when the undersigned have signed this written consent, or a counterpart hereof, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board of Directors of the Company, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.

WHEREAS, the Sole Shareholder and the Board of Directors hereby recommend that the Corporation be dissolved; be it therefore:

RESOLVED that the Corporation be, and it hereby is, dissolved effective on June 30<sup>th</sup>, 2005.

RESOLVED that all the Corporation's assets and liabilities shall be distributed to the sole Shareholder of the Corporation.

FURTHER RESOLVED that Mrs. Maria Dolores Pizarro as Sole Director and Secretary to the Board of Directors, hereby is, authorized, empowered and directed, acting singly and in the name and on behalf of the Corporation, to execute and deliver any and all other documents and instruments, and to perform any and all other acts which she may deem necessary or appropriate to implement the foregoing resolutions, the execution and delivery of any such documents or instruments, and the performance of any such acts to be conclusive evidence of the authority of such officer hereunder.

IN WITNESS HEREOF, the undersigned have executed this Unanimous Consent as of the 15th day of June 2005.



Antonio Alonso Ureba  
Telefonica S.A.  
Sole Shareholder

  
\_\_\_\_\_  
Maria Dolores Pizarro  
Sole Director

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**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION**  
**OF**  
**TELEFONICA MEDIA INTERNACIONAL Y DE CONTENIDOS USA, INC.**

1. Plan of Liquidation. This Plan of Complete Liquidation and Dissolution (the "Plan") is intended to accomplish the complete liquidation and dissolution of **TELEFONICA MEDIA INTERNACIONAL Y DE CONTENIDOS USA, INC.** a Florida corporation (the "Corporation"), through the distribution of all the corporation's assets and liabilities to its sole Shareholder in complete liquidation of the Corporation in accordance with Section 331 of the Internal Revenue Code of 1986, as amended (the "Code"). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. Approval. This Plan will be considered adopted by the Corporation when approved by all of the corporation's directors and sole Shareholder.

3. Distribution of Assets and liabilities. All assets and liabilities of the Corporation shall be immediately distributed to the shareholder of the Corporation, or to such assignees or designees of the Shareholder as may be identified in an assignment or other written instrument acceptable to the Corporation's Board of Directors on or before the date such distribution is to be made. In the event the sole Shareholder assigns its right to receive such distribution to a person or an entity, then the Corporation shall transfer all of the assets and liabilities of the Corporation directly to such assignee; and notwithstanding the fact that such assignment may be made directly to an assignee of the sole Shareholder (or any assignee of such initial assignee at the direction of the initial assignee, as the case may be), the sole Shareholder and Corporation shall report such transaction for federal income tax purposes as a (i) liquidation distribution of the Corporation's assets and liabilities to the sole Shareholder and (ii) a transfer by the sole Shareholder of such assets and liabilities to such assignee immediately after such liquidation distribution.

4. Cancellation of Outstanding Shares. The foregoing distribution in complete liquidation shall be solely in exchange for, in complete surrender and cancellation of, and in payment for, all of the outstanding shares of the Corporation. The sole Shareholder shall surrender its certificate for such shares at the time of such distribution for cancellation.

5. Adequate Reserves for Creditors. The Corporation shall establish adequate reserves for the payment of all liabilities of the Corporation required to be paid,

including any penalties or interest thereon and whether or not assessed or disputed, which are, or are hereafter found to be, or to have been, due with respect to the conduct of the business of the Corporation, including without limitation, liabilities for any foreign, federal, state or local taxes.

6. Tax Report and Final Return Filing. Within one hundred and eighty (180) days of the date of adoption of this Plan, the officers of the Corporation shall file the Treasury Department Form 966 with the Internal Revenue Service, together with a certified copy of the resolutions adopting this Plan. The officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and time file a federal income tax return and a state income tax return on behalf of the Corporation, if necessary, and such other forms as are appropriate.

7. State Filing Requirements. After all of the assets and liabilities of the Corporation have been distributed in complete liquidation of the stock of the sole Shareholder, the officers and directors of the Corporation shall cause to be filed with the Florida Department of State, Division of Corporations, the necessary documents pursuant to the appropriate provisions of Section 607.1402, Florida Statutes, to effect a complete dissolution of the Corporation, and shall take such other actions as are required, including filing any other necessary documents and certificates.

8. Authorization of Necessary Acts. The officers and the directors of the Corporation shall have the power to adopt all resolutions, execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they may deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the provisions of Code [Section 331], and the Treasury Regulations issued hereunder. The Corporation's officers and directors shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.

9. Intent. It is intended that this Plan shall be a plan of complete liquidation within the terms of Code [Section 331]. This Plan shall be deemed to authorize such action as, in the opinion of counsel, may be necessary to conform with the provisions of Code [Section 331].

10. Title Warranties and Other Contractual Assurances. The Corporation, acting through its officers, is authorized and directed to enter into such agreements, instruments, and documents, and to take such other actions as they deem appropriate to cause the transfer of the Corporation's assets and liabilities to the sole Shareholder (or to any assignee of the sole Shareholder (or to any assignee of the sole Shareholder, as contemplated by this Plan), including without limitation any representations, warranties or other contractual assurances they deem appropriate under the circumstances.

11. Shareholder Certification. By signature below, the sole Shareholder of the Corporation hereby certifies and stipulates that it owns and holds the outstanding shares of stock of the Corporation specified next to its name and that such shares are represented by the certificate number indicated next to its shares. The sole Shareholder of the Corporation hereby certifies and stipulates that the shares of stock of the Corporation specified below, together constitute all of the issued and outstanding shares of stock of the Corporation.

**TELEFONICA MEDIA  
INTERNACIONAL Y DE  
CONTENIDOS USA, INC**


**1,000 shares**

**Certificate Number 2**

**IN WITNESS WHEREOF**, the undersigned, being the sole Shareholder and the sole director of the Corporation, have executed the foregoing Plan of Complete Liquidation and Dissolution.

Effective as of the 15th day of June, 2005.

**SOLE SHAREHOLDER  
TELEFONICA S.A.**

  
\_\_\_\_\_  
Antonio Alonso Ureba

**SOLE DIRECTOR:**

  
\_\_\_\_\_  
Maria Dolores Pizarro