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**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

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Corporation(s) Name

Co Postal Corporation

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<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
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Melanie Strickland**

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TALLAHASSEE, FL 32301

Thank You!

h/r
3/21/00

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. OnStar Corporation
(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
(State or country under the law of which it is incorporated)
3. 38-3506814
(FEI number, if applicable)
4. December 7, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1400 Stephenson Highway, Troy, Michigan 48083

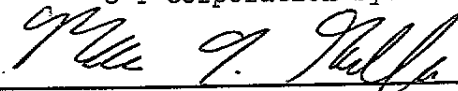
(Current mailing address)
8. The sale of information, safety, security, entertainment, telecommunication and other related services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Marc A. Gillis, Assistant Secretary

Marc A. Gillis, 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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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. Barbara Lister-Tait, Secretary

(Typed or printed name and capacity of person signing application)

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Directors and Officers of OnStar Corporation

1. Frederick H. Cooke, Vice President-Alliances
1400 Stephenson Highway
Troy, Michigan 48083
2. Jeffrey B. Cohen, Vice President - Marketing
1400 Stephenson Highway
Troy, Michigan 48083
3. Kenneth D. Enborg, Vice President/General Counsel
1400 Stephenson Highway
Troy, Michigan 48083
4. Jonathan G. Hyde, Vice President/Treasurer
1400 Stephenson Highway
Troy, Michigan 48083
5. Gregory A. Payne, Vice President-Core Operations
1400 Stephenson Highway
Troy, Michigan 48083
6. Dennis W. Walsh, Vice President/Chief Information Officer
1400 Stephenson Highway
Troy, Michigan 48083
7. Mark T. Hogan, Director
1400 Stephenson Highway
Troy, Michigan 48083
8. Chet A. Huber, Director
1400 Stephenson Highway
Troy, Michigan 48083
9. Ronald L. Zarrella, Director
1400 Stephenson Highway
Troy, Michigan 48083
10. Chet A. Huber, President
1400 Stephenson Highway
Troy, Michigan 48083
11. Barbara A. Lister-Tait, Secretary
P.O. Box 300, MC 482-C-25-C22
Detroit, Michigan 48265

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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 "ONSTAR CORPORATION" 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 NINTH DAY OF MARCH, A.D. 2000.

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

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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION:

0305544

DATE:

03-09-00