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ACCOUNT NO. : 072100000032

REFERENCE : 780594 4304937

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : July 28, 2000

ORDER TIME : 10:32 AM

ORDER NO. : 780594-005

100003340001--0

CUSTOMER NO: 4304937

CUSTOMER: Maura Aldridge, Legal Asst
Mintz, Levin, Cohn, Ferris,
One Financial Center

Boston, MA 02111

FOREIGN FILINGS

NAME: AMERICA ONLINE LATIN AMERICA,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
00 JUL 31 PM 1:36
00 JUL 31 AM 10:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mk 7/31

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: America Online Latin America, Inc.
(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:

David A. Bruscano, Vice President/General Counsel
(Name of Person)

America Online Latin America, Inc.
(Firm/Company)

6600 N. Andrews Avenue, Suite 500
(Address)

Fort Lauderdale, FL 33309
(City/State/Zip)

FILED STATE
SECRETARY OF CORPORATIONS
JUN 11 3 1 PM '96

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

David A. Bruscano at ()
(Name of Person) (Area Code & Daytime Telephone Number)

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

RECEIVED
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
SEP 27 1964
COMMUNICATIONS SECTION

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: SEE EXHIBIT I ATTACHED HERETO

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: SEE EXHIBIT II ATTACHED HERETO

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. W. Travis Good
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. W. TRAVIS Good - Vice President, Technology and Operations
(Typed or printed name and capacity of person signing application)FILED
CLERK OF DISTRICT COURT
JUL 31 PM 1:38
CHESAPEAKE, VIRGINIA

EXHIBIT I

**LIST OF DIRECTORS OF
AMERICA ONLINE LATIN AMERICA, INC.**

Steven I. Bandel
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Gustavo A. Cisneros
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Richard J. Cisneros
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Miles R. Gilburne
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

J. Michael Kelly
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Michael Lynton
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Robert S. O'Hara, Jr.
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Cristina Pieretti
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Robert W. Pittman
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Gerald Sokol, Jr.
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

FILED
CLERK OF DISTRICT COURT
00 JUL 31 PM 1:36

EXHIBIT II

**LIST OF OFFICERS AND DIRECTORS OF
AMERICA ONLINE LATIN AMERICA, INC.**

President, Chief Executive Office and Secretary:

Charles M. Herington
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Chief Financial Officer, Treasurer and Assistant Secretary:

Javier Aguirre
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Vice President, Technology and Operations

Travis W. Good
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Vice President, Content

Guy D. Garcia
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Vice President, Business Development, General Counsel and Assistant Secretary

John D. Gardiner
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

Vice President, Corporate Development

Eduardo A. Hauser
6600 N. Andrews Avenue, Suite 500
Fort Lauderdale, FL 33309

FILED
OFFICE OF THE CLERK
DIVISION OF CORPORATIONS
00 JUL 31 PM 1:36

State of Delaware
Office of the Secretary of State

PAGE 1

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 31 PM 1:36

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICA ONLINE LATIN AMERICA, INC." 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 TWENTY-EIGHTH DAY OF JULY, A.D. 2000.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0589365

DATE: 07-28-00