

ACCOUNT NO. : 072100000032

REFERENCE

780594

4304937

100003340001

AUTHORIZATION (

COST LIMIT

78.75

ORDER DATE: July 28, 2000

ORDER TIME : 10:32 AM

ORDER NO. 780594-005

CUSTOMER NO: 4304937

CUSTOMER: Maura Aldridge, Legal Asst

Mintz, Levin, Cohn, Ferris, One Financial Center

Boston, MA 02111

NAME:

AMERICA ONLINE LATIN AMERICA,

INC.

XXXX QUALIFICATION

(TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FIXING:

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

### TRANSMITTAL LETTER

To:

To: Qualification Division of 0	On/Tax Lien Section Corporations	
SUBJECT:	America Online Latin America, Inc.	
<del></del>	(Name of corporation - must include s	suffix)
Dear Sir or Madam:	:	
The enclosed "Appli "Certificate of Existe to transact business i	lication by Foreign Corporation for Authorization to tence", and check are submitted to register the above in Florida.	Transact Business in Florida", referenced foreign corporation
Please return all corr	respondence concerning this matter to the following:	
	David A. Bruscino, Vice Presi	dent/General Counsel
	(Name of Person)	· · · · · · · · · · · · · · · · · · ·
	America Online Latin America,	Inc.
	(Firm/Company)	<del></del>
	6600 N. Andrews Avenue, Suite	500
<del></del>	(Address)	
_	Fort Lauderdale, FL 33309	
	(City/State/Zip)	
Should you need to ca	call someone concerning this matter, please call:	
(Name of Per	erson) at ().  (Area Code & Daytime T	elephone Number)
STREET ADDRESS:	: MAILING ADD	RESS:
Qualification/Tax Lien Division of Corporation 409 E. Gaines St. Tallahassee, FL 32399	Division of Corpo P.O. Box 6327	rations
Enclosed is a check fo	or the following amount:	
□ \$70.00 Filing Fee	□ \$78.75 Filing Fee & Certificate of Status □ \$78.75 Filing Fee Certified Copy	& S87.50 Filing Fee, Certificate of Status & Certified Copy

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSA BUSINESS IN FLORIDA

IN COMPLIA REGISTER A	NCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.
I. Americ	FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.  ca Online Latin America, Inc.
(Name of co words or abl	prporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or previations of like import in language as will clearly indicate that it is a corporation instead of a sign or partnership if not so contained in the name at present.)
2. Delawa	
(State or cou	ntry under the law of which it is incorporated)  (FEI number, if applicable)
4. Novemb	per 22, 1999 5 perpetual
(I	Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. <u>as of</u>	July 31, 2000
(Date fi	irst transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
76600 N	. Andrews Avenue, Suite 500
Fort L	auderdale, FL 33309
	(Current mailing address)
3. holdin	g company
Nome of the	e(s) of corporation authorized in home state or country to be carried out in state of Florida)
· maine and s	treet address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name:	Corporation Service Company
Office Address:	1201 Hays Street
	Tallahassee , Florida, 32301
	(Zip code)
0. Registered	agent's acceptance:
	·
th the provision:	ed as registered agent and to accept service of process for the above stated corporation at the place designated in hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply s of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept my position as registered agent.
	Corporation Service Company
	By: (Registered agent's signature)
. Attached is a copartment of Statulich it is incorpor	ertificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the eated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

which it is incorporated.

Chairman;	SEE EXHIBIT 1 ATTACHED HERETO		
Address:		· · · · · · · · · · · · · · · · · · ·	-
			Ç
			2
ddress:		) <del> </del>	
freetor;			
ddress:			
irector			
descer			
Jul 040.			
OFFICERS (Stre	et address only - P.O. Box NOT acceptable)		
	SEE EXHIBIT II ATTACHED HERETO		
	HAT WELL		
drager			
			· · · · · · · · · · · · · · · · · · ·
		·	
Iress:			
<del></del>			·
asurer:		·	
ress:		·	
		·	
TE: If necessary, yo	ou may attach an addendum to the application listing additional officers and/or	directors.	
	W. Casein Land		
(Signat	ure of Chairman, Vice Chairman, or any officer listed in number 12 of the app	ication)	· · · · · · · · · · · · · · · · · · ·

#### 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



#### **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 00 JL 3 PM 1:36

## State of Delaware

### PAGE 1

# Office of the Secretary of State

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

0589365

DATE:

07-28-00

3130176 8300

001383590