



F02 000004625

ACCOUNT NO. : 072100000032

REFERENCE : 734458 4800163

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : September ¹⁰, 2002

ORDER TIME : 10:07 AM

ORDER NO. : 734458-005

CUSTOMER NO.: 4800163

CUSTOMER: Dona Offemaria, Legal Asst
Baker & Mckenzie
1 Prudential Plaza Suite 3500
130 E. Randolph Street
Chicago, IL 60601

300007632813--4

FOREIGN FILINGS

NAME: SUPERCABLE LATINAMERICA INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

RECEIVED
02 SEP 10 AM 11:40

FILED
02 SEP 10 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F02-4625
TC

**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. **Supercable Latinamerica Inc.**
(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** 3. **applied for**
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. **August 12, 2002** 5. **perpetual**
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. **upon qualification**
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. **3789 Covent Lane, Boca Raton, FL 33496**
(Principal office address)
3789 Covent Lane, Boca Raton, FL 33496
(Current mailing address)
8. **to engage in any lawful act or activity for which corporation may be
organized under the laws of Florida**
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and **street 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**
(City) (Zip code)

10. Registered agent's 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 obligations of my position as registered agent.



(Registered agent's signature)

**Grant D. Barber
as its agent**

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Ahmad L. Khamsi

Address: 3789 Covent Lane, Boca Raton, FL 33496

Vice Chairman: n/a

Address: _____

Director: Manuel Anel Fragnals

Address: Calle C, Colinas de Valle Arriba
Residencia Valle Arriba Golf, Apto. 4-B, Caracas, Venezuela

Director: Carolina Lanao

Address: Torre Edicampo, P.H., Avenida Francisco de Miranda, Urb. Campo Alegre
Caracas, Venezuela

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

B. OFFICERS

President: Ahmad L. Khamsi

Address: 3789 Covent Lane, Boca Raton, FL 33496

Vice President: _____

Address: _____

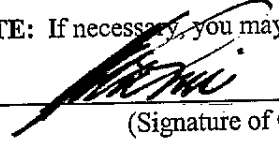
Secretary: Carolina Lanao

Address: Torre Edicampo, P.H., Avenida Francisco de Miranda, Urb. Campo Alegre
Caracas, Venezuela

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. Ahmad L. Khamsi, President
(Typed or printed name and capacity of person signing application)

Delaware

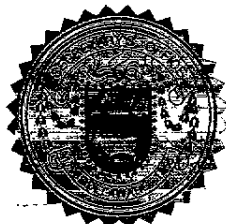
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUPERCABLE LATINAMERICA 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 SIXTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUPERCABLE LATINAMERICA INC." WAS INCORPORATED ON THE TWELFTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1970135

020558950

DATE: 09-06-02