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CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 689759 86901D

AUTHORIZATION :

Patricia Pyritz

COST LIMIT : \$ 122.50

95 SEP 22 PM 10:05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : September 22, 1995

ORDER TIME : 12:20 PM

ORDER NO. : 689759

900001591589

CUSTOMER NO: 86901D

CUSTOMER: Ms. Donna Joseph
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

RECEIVED
95 SEP 22 PM 1:17
DIVISION OF CORPORATIONS

NAME: LATIN COMMUNICATIONS GROUP
TELEVISION INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. LATIN COMMUNICATIONS GROUP TELEVISION 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. 13-3842072
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 27, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 14, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 143 Varick Street, New York, NY 10013-1175

Attn: Mr. Peter W. Davidson

(Current mailing address)

8. Any lawful purpose
(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:

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida , 32301

(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.

The Prentice-Hall Corporation System, Inc.

By: Vicki Schuler

VP
(Registered agent's signature)

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
DIVISION OF CORPORATE RECORDS
25 SEP 22 PM 10:05

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

A. DIRECTORS

Chairman: Peter W. Davidson

Address: 143 Varick Street
New York, NY 10013-1175

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Peter W. Davidson

Address: 143 Varick Street
New York, NY 10013-1175

Vice President: Carlos D. Ramirez

Address: 143 Varick Street
New York, NY 10013-1175

Secretary: Patricia Casdia

Address: 143 Varick Street
New York, NY 10013-1175

Treasurer: Maria Escobar

Address: 143 Varick Street
New York, NY 10013-1175

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. Peter W. Davidson, President
(Typed or printed name and capacity of person signing application)

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FEDERAL BUREAU OF INVESTIGATION
DIVISION OF STATE AFFAIRS

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 "LATIN COMMUNICATIONS GROUP TELEVISION 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-SIXTH DAY OF JULY, A.D. 1995.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
95 SEP 22 PM 10:05



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

Edward J. Freel, Secretary of State

2484341 8300

950167700

AUTHENTICATION: 7586303

DATE: 07-26-95