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CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 093983 4718489

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizik

ORDER DATE : September 20, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 093983

CUSTOMER NO: 4718489

CUSTOMER: James C. Browne, Legal Asst
Squadron, Ellenoff, Plesent &
551 Fifth Avenue

500001956665

New York, NY 10176

FOREIGN FILINGS

NAME: NEWS AMERICA DTH TECHCO INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 25 PM 12:25

RECEIVED
96 SEP 25 PM 12:02
DIVISION OF CORPORATIONS

**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. Newn America DTH Techeo Inc.
(Name of corporation; the word "INCORPORATED," "COMPANY," or "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. 3/18/96 4. Perpetual
(Date of Incorporation) (Duration)

5. Applied for
(Federal Employer Identification number, if applicable)

6. Upon qualification
Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.1503 F.S.

7. 2121 Avenue of the Stars, Suite 2071, Los Angeles, CA 90067
(Current mailing address)

8. Holding Company
Brief description of the nature of the business in which it is engaged in the state of Florida

9. Names and addresses of officers and or directors:

Directors:
Chairman: Chase Carey
Address: 10201 West Pico Boulevard
Los Angeles CA 90035

Vice Chairman: K. Rupert Murdoch
Address: 10201 West Pico Boulevard
Los Angeles, CA 90035

Director: David Evans
Address: 10201 West Pico Boulevard
Los Angeles, CA 90035

Director: _____
Address: _____

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B. Officers:

President: David Evans
Address: 10201 West Pico Boulevard
Los Angeles, CA 90035

Vice President: Mark Goldman
Address: 10201 West Pico Boulevard
Los Angeles, CA 90035

Vice President &
Secretary: Charles Beeman
Address: 10201 West Pico Boulevard
Los Angeles, CA 90035

Vice President &
Assistant Secretary: Michael Doodan
Address: 10201 West Pico Boulevard
Los Angeles, CA 90035

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hayes Street,
Tallahassee, Florida 32301
Zip Code

11. 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: Yuko Schach

12. 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.

13. Charles Beeman
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Charles Beeman, Vice-President & Secretary
(Name and capacity of person signing application)

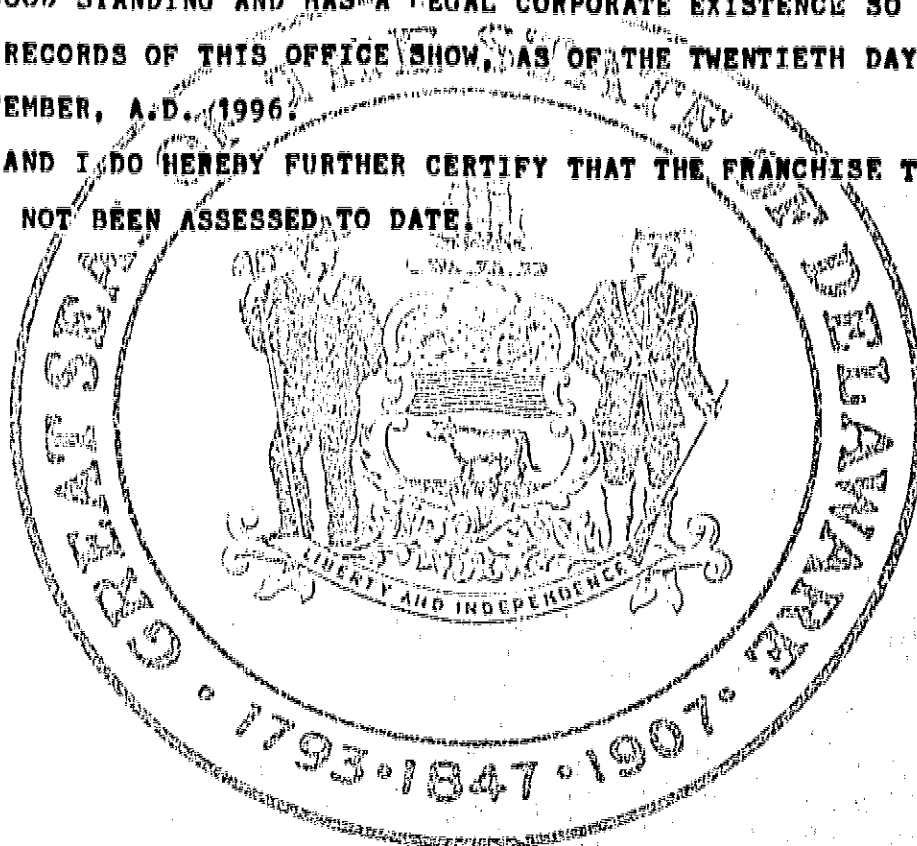
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWS AMERICA DTH TECHCO 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 TWENTIETH DAY OF SEPTEMBER, A.D. 1996.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 25 PM 12:25



Edward J. Freel

Edward J. Freel, Secretary of State

2604551 8300

960273959

AUTHENTICATION:

8113648

DATE:

09-20-96