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904-222-0193 FAX



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96 OCT 15 PM 12:29

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 117564 4328006

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pizant

ORDER DATE : October 11, 1996

ORDER TIME : 11:29 AM

ORDER NO. : 117564-015

CUSTOMER NO: 4328006

100001974971--1

CUSTOMER: Laura O'leary, Legal Assistant
News America Publishing
1211 Avenue Of The Americas
New York, NY 10036

FOREIGN FILINGS

NAME: NEWS DIGITAL SYSTEMS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 15 PM 1:49
H 1915

**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. News Digital Systems 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. 9/26/96
(Date of Incorporation)
4. perpetual
(Duration)
5. _____
(Federal Employer Identification number, if applicable)
6. Upon filing
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. c/o News America Publishing Incorporated 1211 Avenue Of The Americas
(Current mailing address) New York, New York 10036
8. Design, manufacture, sales and support of products and services to broadcasters.
(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: see attached

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. Officers: See Attached

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(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 Hays 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:

Vicki Schindler, Asst. V.P.

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. Jon Fisse

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

14. Jon Fisse, Assistant Secretary

(Name and capacity of person signing application)

9. Names and addresses of officers and directors:

(A) PRESIDENT AND SECRETARY: Abraham Peled
c/o News Digital Systems plc
1 Heathrow Boulevard
286 Bath Road
West Drayton, Middlesex, UB7 0QD ENGLAND

CHIEF FINANCIAL OFFICER,
TREASURER, SECRETARY: Richard Medlock
c/o News Digital Systems plc
1 Heathrow Boulevard
286 Bath Road
West Drayton, Middlesex, UB7 0QD ENGLAND

ASSISTANT SECRETARY: Jon Fisse
c/o News America Publishing Incorporated
1211 Avenue of the Americas
New York, New York 10036

(B) DIRECTOR: Abraham Peled
c/o News Digital Systems plc
1 Heathrow Boulevard
286 Bath Road
West Drayton, Middlesex, UB7 0QD ENGLAND

DIRECTOR: Arthur M. Siskind
c/o News America Publishing Incorporated
1211 Avenue of the Americas
New York, New York 10036

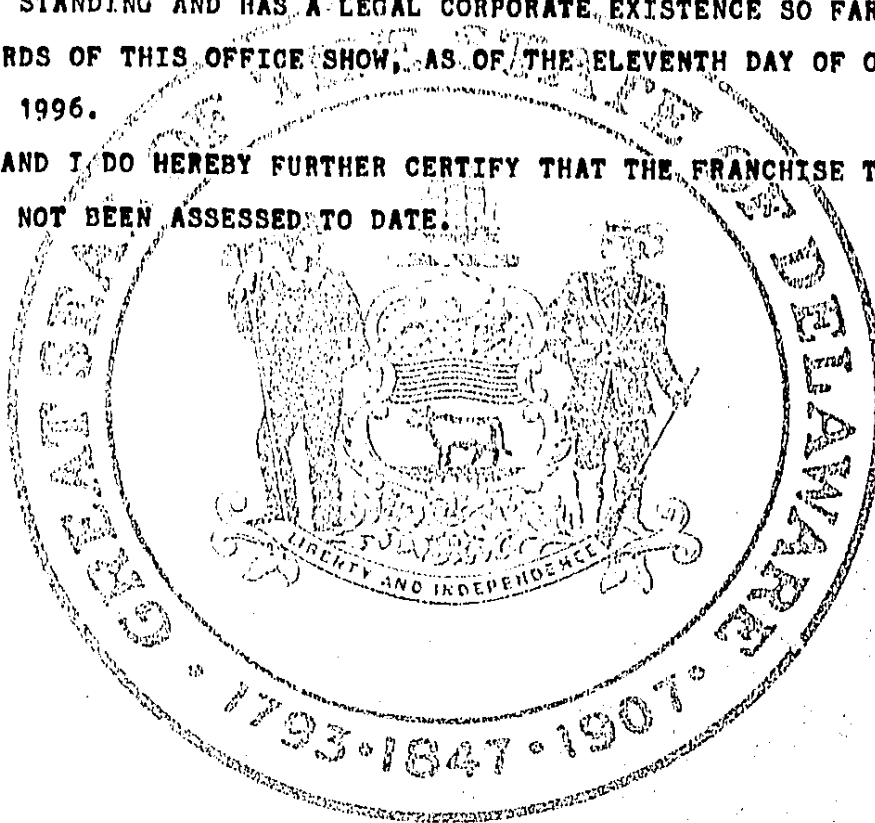
DIRECTOR: Richard Medlock
c/o News America Publishing Incorporated
1211 Avenue of the Americas
New York, New York 10036

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWS DIGITAL SYSTEMS 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 ELEVENTH DAY OF OCTOBER, 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 OCT 15 PM 1:49



Edward J. Freel

Edward J. Freel, Secretary of State

2667383 8300
960296882

AUTHENTICATION: 8144293
DATE: 10-11-96

F96000005345

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

FILED
AUG 26 PM 1:44
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

200002277432--5
-08/26/97--01042--019
*****35.00 *****35.00

Name Change
Amend

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. News Digital Systems, Inc F96-5345
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 8/26/97
☒ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Acknowledgment
W.P. Verifier

Examiner's Initials

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
97 AUG 26 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. News Digital Systems Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 10/15/96

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

Yes 5/13/97

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

NDS Americas Inc.

6. If the amendment changes the period of duration, indicate new period of duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

Eugenie C. Gavenchak
Signature
Name and Title

August 18, 1997
Date

Eugenie C. Gavenchak, Vice President

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NEWS DIGITAL SYSTEMS INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NDS AMERICAS INC.", THE THIRTIETH DAY OF MAY, A.D. 1997, AT 5 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2667383 8320

971281207

AUTHENTICATION:

8618169

DATE:

08-21-97