

F9800000/021

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WorldSpace Management Corporation
(Name of corporation - must include suffix)

900002437739--3
-02/23/98--01078--003
22.50 ****122.50

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Antonio Pedrero
(Name of Person)
WorldSpace Management Corporation
(Firm/Company)
815 NW 57th Avenue, Suite 441
(Address)
Miami, Florida 33126
(City/State/Zip)

902/23
98 FEB 23 PM 2:16
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Donald J. Frickel at (202) 969-6160
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**WorldSpace
Management
Corporation**

15 NW 57 Avenue
Suite 441
Miami, FL 33126

February 17, 1998

Qualification / Tax Lien Section
Florida Division of Corporations

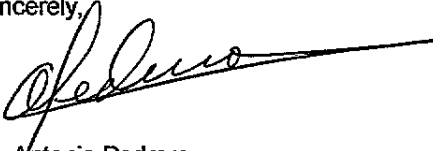
Dear Sir or Madam:

Attached please find a transmittal letter, an application for authorization to transact business in Florida, a Certificate of Good Standing from the State of Delaware, and a check in the amount of \$ 122.50, to be distributed as follows:

\$ 70.00 filing fee
\$ 52.50 certified copy of authorization.

If you have any questions, please refer them to me at 305-265-0750

Sincerely,



A. Antonio Pedrero
AVP Finance and Administration

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 2:16

**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. WorldSpace Management Corporation

(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

(State or country under the law of which it is incorporated)

3. 52-2010695

(FEI number, if applicable)

4. December 10, 1996

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. FEBRUARY 1, 1998

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 815 NW 57th Avenue, Suite 441

Miami, Florida 33126

(Current mailing address)

8. Provide services to affiliated companies doing business in Latin America.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Antonio Pedrero

Office Address: 815 NW 57th Avenue, Suite 441

Miami

, Florida ,

33126

(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)

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 2:16

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

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Noah A. Samara

Address: 2400 N Street, NW
Washington, DC 20037

Vice Chairman: _____

Address: _____

Director: James R. Laramie

Address: 2400 N Street, NW
Washington, DC 20037

Director: Eyob Samara

Address: 2400 N Street, NW
Washington, DC 20037

B. OFFICERS (Street address only- P. O. Box NOT acceptable) (continued - See Attached)

President: Noah A. Samara

Address: 2400 N Street, NW
Washington, DC 20037

Vice President: Steven P. Gavenas

Address: 2400 N Street, NW
Washington, DC 20037

Secretary: James R. Laramie

Address: 2400 N Street, NW
Washington, DC 20037

Treasurer: Heinz Stubblefield

Address: 2400 N Street, NW
Washington, DC 20037

(continued - See Attached)

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. James R. Laramie
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James R. Laramie Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 2:16

Addendum

A. Directors

Director: Edmond Tavernier
Tavernier Gillioz Dorsaz Tschanz
Avocats au Barreau de Geneve
11-bis, Rue Toepffer
CH-1026 Geneve

Director: Silvio Venturi
Tavernier Gillioz Dorsaz Tschanz
Avocats au Barreau de Geneve
11-bis, Rue Toepffer
CH-1026 Geneve

Director: Flavio da Silveira
FdS Gestion et Recherche SA
28, bd du Pont d'Arve
Case postale 345
1211 Geneve 4

B. Officers

Asst. Secretary: Donald J. Frickel
2400 N Street, NW
Washington, DC 20037

Asst. Secretary: Edmond Tavernier
Tavernier Gillioz Dorsaz Tschanz
Avocats au Barreau de Geneve
11-bis, Rue Toepffer
CH-1026 Geneve

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 2:16

State of Delaware
Office of the Secretary of State

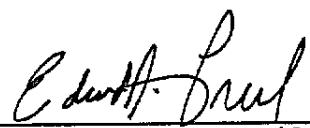
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORLDSPACE MANAGEMENT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98FEB 23 PM 2:16




Edward J. Freel, Secretary of State

2690635 8300

AUTHENTICATION:

8897343

981040942

DATE:

02-02-98