



THE UNITED STATES
CORPORATION
COMPANY

F98000002346

ACCOUNT NO. : 072100000032

REFERENCE : 792108 4306704

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pzyto

ORDER DATE : April 22, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 792108-005

CUSTOMER NO: 4306704

CUSTOMER: Lisa M. Bergman, Legal Asst
Fried, Frank, Harris, Shriver
1001 Pennsylvania Ave. N.w.

Washington, DC 200042505

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FOREIGN FILINGS

NAME: TELEVISA MCOP HOLDINGS, 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: Robert Maxwell

RECEIVED
98 APR 23 PM 12:05
DIVISION OF CORPORATION

84/24
FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 APR 23 AM 9:28



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

98 APR 24 AM 8:45

DIVISION OF CORPORATION

April 23, 1998

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: TELEVISA MCOP HOLDINGS, INC.
Ref. Number: W98000009125

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 598A00022057

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**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. Televisa MCOP Holdings, 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. 98-0183688
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 23, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. Corporation Trust Center 11209 Orange Street Wilmington, DE 19801

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the Gen. Corp. Law of Delaware.
(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)**

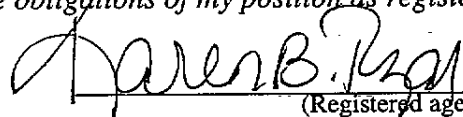
Name: Corporation Service Company

Office Address: 1201 Hays Street

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.

 **Karen B. Rozar, As Its 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.

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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Charles Steinberg
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Charles Steinberg, Secretary
(Typed or printed name and capacity of person signing application)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS AS A FOREIGN CORPORATION IN THE STATE OF
FLORIDA**

Applicant: Televisa MCOP Holdings, Inc.

12. Directors and Officers of the Corporation

Directors:	Miguel Alemán Velasco	Boulevard Adolfo Lopez Mateos #232 Colonia, Lomas de San Angel Inn 01060 - Mexico, D.F.
	Emilio Azcárraga Jean	Avenida Chapultepec No. 28, 4° Piso Colonia Doctores 06724 - Mexico City Mexico, D.F.
Officers:	Miguel Alemán Velasco	Boulevard Adolfo Lopez Mateos #232 Colonia, Lomas de San Angel Inn 01060 - Mexico, D.F.
	Miguel Eduardo Sánchez Ruíz	Boulevard Adolfo Lopez Mateos #232 Colonia, Lomas de San Angel Inn 01060 - Mexico, D.F.
	Emilio Romano Mussali	Vasco de Quiroga 2000 - Edif. A., 4th Floor Colonia Santa Fe 01210 Mexico, D.F.
	Raúl López Martínez	Vasco de Quiroga 2000 - Edif. A., 4th Floor Colonia Santa Fe 01210 Mexico, D.F.
	Charles Steinberg	201 South Biscayne Blvd. Suite 1800 Miami, FL 33131

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEVISA MCOP HOLDINGS, 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 APRIL, 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.

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Edward J. Freel

9035311

04-20-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: