


**2005 FOR PROFIT CORPORATION  
ANNUAL REPORT**

**FILED**  
**May 02, 2005 08:00 AM**  
**Secretary of State**

<b>DOCUMENT # F98000007042</b> 1. Entity Name XM SATELLITE RADIO INC.	
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Principal Place of Business 1500 ECKINGTON PL NE WASHINGTON, DC 20002	Mailing Address 1500 ECKINGTON PL NE WASHINGTON, DC 20002
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<b>DO NOT WRITE IN THIS SPACE</b>
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04202005 No Chg-P CR2E034 (10/03)

4. FEI Number 52-1805102	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required

6. Name and Address of Current Registered Agent  CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE, FL 32301-2525
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<b>DO NOT WRITE IN THIS SPACE</b>
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8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

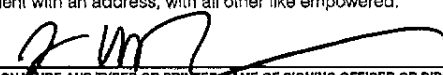
SIGNATURE \_\_\_\_\_  
Signature, typed or printed name of registered agent and file if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

<b>FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00</b>	9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees
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10. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD PANERO, HUGH 1500 ECKINGTON PL NE WASHINGTON, DC 20002
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVP TITLEBAUM, JOSEPH M 1500 ECKINGTON PL NE WASHINGTON, DC 20002
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVPC EUTENEUR, JOSEPH J 1500 ECKINGTON PL NE WASHINGTON, DC 200022194
TITLE NAME STREET ADDRESS CITY-ST-ZIP	C PARSONS, GARY M 1500 ECKINGTON PL NE WASHINGTON, DC 20002
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D DAVIS, NATHANIEL A 1500 ECKINGTON PL NE WASHINGTON, DC 20002
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D DONOHUE, THOMAS J 1500 ECKINGTON PL NE WASHINGTON, DC 20002

<p>U00000353622 05/03/05-80075-007 150.00</p>          <b>DO NOT WRITE IN THIS SPACE</b>
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12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:  **4/29/05** **202-380-4000**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #  
**Executive Vice President/Secretary**