

**F98000007042**

**Florida Department of State**  
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**REGISTERED AGENT CHANGE**

**XM SATELLITE RADIO INC.**

Certificate of Status	0
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*ASR*  
*8/23/07*

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH  
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: XM Satellite Radio Inc.
2. The principal office address: 1500 ECKINGTON PL NE, WASHINGTON, DC 20002
3. The mailing address (if different): \_\_\_\_\_
4. Date of incorporation/qualification: 12/28/1998 Document number: F98000007042
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida, 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System

c/o C T Corporation System, 1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, Florida 33324

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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Mark Brinkman  
(Signature of an officer or director)

MARK BRINKMAN ATTORNEY IN FACT ON BEHALF OF JOSEPH  
(Printed or typed name and title)

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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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: Mark Brinkman  
(Signature of Registered Agent)

8/21/07  
(Date)

If signing on behalf of an entity:

Mark Brinkman  
Vice President and Assistant Secretary

Mark Brinkman  
(Typed or Printed Name)

\*\*\* FILING FEE: \$35.00 \*\*\*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE  
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314  
CR2E045 (8/05)

FL006 - 09/14/2005 C T System Online

**POWER OF ATTORNEY**

NOTICE IS HEREBY GIVEN THAT Joseph M. Titchburn the Authorized Officer of XM Satellite Radio ("the Company"), a corporation organized under the laws of Delaware, does hereby appoint Mark Brinkman as attorney-in-fact for the Company for the limited purposes authorized herein.

The Company and its subsidiary entities listed within the attached Schedule A, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Company's and any affiliated entities' registered agent and registered office, or the agent and office of similar import, in any state to CT Corporation System (or affiliated entity).

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 19<sup>th</sup> day of August, 2007.



), Authorized Officer of XM Satellite Radio

STATE OF District )  
COUNTY OF Columbia ) ss:

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of August, 2007, by Joseph M. Titchburn, as General Counsel and on behalf of XM Satellite Radio Inc., a Delaware corporation, such individual is personally known to me.

Sign Name: Adrianne C. Norman

Print Name: Adrianne C. Norman

Notary Public

Serial No. (none if blank): \_\_\_\_\_

My Commission Expires: 7/14/10  
(Notarial Seal)

**Schedule A**

<b>Entity</b>	<b>Domestic Jurisdiction</b>
<b>XM Satellite Radio, Inc.</b>	<b>Delaware</b>
<b>XM Satellite Radio Holdings, Inc.</b>	<b>Delaware</b>
<b>XM Radio, Inc.</b>	<b>Delaware</b>
<b>XM Orbit, Inc.</b>	<b>Delaware</b>
<b>XM Investment, LLC</b>	<b>Delaware</b>
<b>XM Equipment Leasing LLC</b>	<b>Delaware</b>
<b>XM 1500 Eckington LLC</b>	<b>Delaware</b>
<b>Interoperable Technologies LLC</b>	<b>Delaware</b>
<b>20002 Inc.</b>	<b>Delaware</b>
<b>XM Capital Resources, Inc.</b>	<b>Delaware</b>
<b>XM Email, Inc.</b>	<b>Delaware</b>
<b>XM Innovations, Inc.</b>	<b>Delaware</b>