

F 99000000663

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PRIMESTAR, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

800002526778-4
-05/18/98-01037-003
*****70.00 *****70.00

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:

MICHAEL KOCHIS, TAX DEPARTMENT

(Name of Person)

PRIMESTAR, INC.

(Firm/Company)

8085 SOUTH CHESTER STREET, SUITE 300

(Address)

ENGLEWOOD, CO 80112

(City/State/Zip)

W98-11371

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

DAVE SMITH

(Name of Person)

at 303-712-4879

(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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 FEB -4 AM 10:08

FILED

W 2/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

2/1/99
called, w/ M send
resolution now

May 19, 1998

MICHAEL KOCHIS, TAX DEPT.
8085 SOUTH CHESTER STREET
SUITE 300
ENGLEWOOD, CO 80112

SUBJECT: PRIMESTAR, INC.
Ref. Number: W98000011371

We have received your document for PRIMESTAR, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 998A00027838

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned MARCUS O. EVANS, do hereby certify
(Name)

that this Resolution of the Board of Directors of PRIMESTAR, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE

was duly adopted on January 28, 19 99

Be it resolved, that PRIMESTAR, INC.

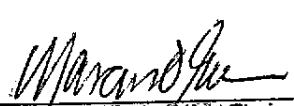
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

PSTAR, INC.

for use in Florida.

Dated: 1/29/98


Signature of either Chairman, Vice Chairman or any officer

MARCUS O. EVANS Sr. VICE PRESIDENT/SECRETARY

Type of print name

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99 FEB -4 AM 10:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. PRIMESTAR, 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

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

3. 84-1441684

(FEI number, if applicable)

4. 8/27/97

(Date of Incorporation)

5. PERPETUAL

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

6. 4/1/98

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

7. 8085 SOUTH CHESTER STREET, SUITE 300

ENGLEWOOD CO 80112

(Current mailing address)

8. DIRECT BROADCAST SATELLITE TV AND EQUIPMENT RENTAL

(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

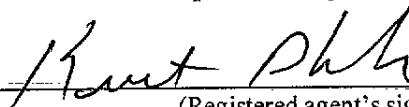
Office Address: 1201 HAYS STREET

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.



(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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AM 10:09
TALLAHASSEE
STATE OF FLORIDA

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 LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

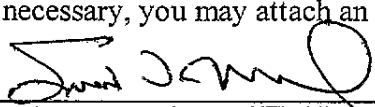
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. SCOTT D. MACDONALD VICE PRESIDENT/CONTROLLER
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Management of PRIMESTAR, INC. APRIL 1, 1998

NAME	SSI #	TITLE	ADDRESS
Daniel J. O'Brien	128-52-2489	President/COO	8085 South Chester Street Englewood, CO 80112
Kenneth G. Carroll	226-86-1743	Sr. Vice President, CFO	8085 South Chester Street Englewood, CO 80112
Marcus O. Evans	369-48-1730	Sr. Vice President, General Counsel, Secretary	8085 South Chester Street Englewood, CO 80112
Joel Ginsparg	509-54-5288	Sr. Vice President, Technology and Operations	8085 South Chester Street Englewood, CO 80112
Christopher Sophinos	031-42-5056	Sr. Vice President, Sales and Distributions	8085 South Chester Street Englewood, CO 80112
Denny Wilkinson	355-38-5774	Sr. Vice President, Marketing and Programming	8085 South Chester Street Englewood, CO 80112
Scott Macdonald	520-60-7189	Vice President, Controller	8085 South Chester Street Englewood, CO 80112
William D. Myers	589-04-8659	Vice President, Treasurer	8085 South Chester Street Englewood, CO 80112
Dave Limebrook	Unknown	Vice President, Business Development	8085 South Chester Street Englewood, CO 80112
John C. Malone	Unknown	Director	8085 South Chester Street Englewood, CO 80112
Leo J. Hindery, Jr.	Unknown	Director	8085 South Chester Street Englewood, CO 80112
Gary S. Howard	331-46-0066	Director	8085 South Chester Street Englewood, CO 80112
Joseph J. Collins	Unknown	Director	8085 South Chester Street Englewood, CO 80112
Carl U.J. Rossetti	Unknown	Director	8085 South Chester Street Englewood, CO 80112
Robert J. Miron	Unknown	Director	8085 South Chester Street Englewood, CO 80112
Jeffrey T. DeLorne	Unknown	Director	8085 South Chester Street Englewood, CO 80112
Jack A. Markell	Unknown	Director	8085 South Chester Street Englewood, CO 80112
Ajit M. Dalvi	Unknown	Director	8085 South Chester Street Englewood, CO 80112
John F. Connelly	Unknown	Director	8085 South Chester Street Englewood, CO 80112
John W. Goddard	Unknown	Director	8085 South Chester Street Englewood, CO 80112

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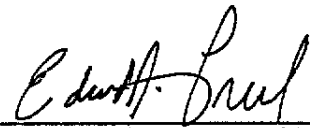
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIMESTAR, 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 THIRD DAY OF APRIL, A.D. 1998.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9010094

DATE: 04-03-98