LAW OFFICES

M. A. MARTIN & ASSOCIATES, P.A.

F99000001080

MIGUEL A. MARTIN*

RENEE ADWAR

JOHN NACHAZEL, OF COUNSEL**

*ADMITTED IN FLORIDA AND SPAIN
**ADMITTED ONLY IN NEW YORK AND MASSACHUSETTS

SUITE 830
848 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 374-4422
FAX (305) 530-9956
E-MAIL: a.martin@ix.netcom.com

VIA FEDERAL EXPRESS

February 18, 1999

100002785301--8
-02/24/99--01011--001
*****78.75 *****78.75

Mr. Hart Collins
Senior Corporate Section Administrator
Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

W99-3818

RE: T.V.E. S.A., Corp.

Dear Mr. Collins:

Enclosed please find the check missing in our previous correspondence regarding the above referenced corporation along with copy of your letter as requested.

Please be advised that the name our clients wish to use to do business in Florida is as appears on the application to wit: T.V.E., S.A. Corp. We have previously contacted the Florida Department of State by telephone and they have advised us that there is no problem with doing business here with a different name form the country of origin.

The word perpetual is in the application. We also insert the mailing address for the corporation in paragraph 7 of the application.

We greatly appreciate you help expediting the process of this application. If any questions arise, please do not hesitate to contact us.

Called - must file Fictitious Name to adopt T.V.E. S.A
HC 2/25

Very truly yours,

Judith Freundt
Office Manager

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 2:19

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 15, 1999

MIGUEL A. MARTIN
MIGUEL A. MARTIN & ASSOCIATES
848 BRICKELL AVE, SUITE 830
MIAMI, FL 33131

SUBJECT: TELEVISION ESPANOLA, S.A.
Ref. Number: W99000003818

We have received your document for TELEVISION ESPANOLA, S.A., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for $70.00.

Please state the corporate name "TELEVISION ESPANOLA, S.A." in section one of the application as it is organized in Spain.

Please list the current mailing address of the corporation in section 7.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator   Letter Number: 999A00006727

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. TELEVISION ESPANOLA, S.A.
(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. Espana
(State or country under the law of which it is incorporated)

3. N/A (Foreing)
(FEI number, if applicable)

4. 3/9/81
(Date of Incorporation)

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

6. Pending Authorization
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o M. A. Martin & Associates, P.A.
848 Brickell Avenue, Suite 830, Miami, Florida 33131
(Current mailing address)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 2:19

8. Production of T.V. programs
(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:**

Name: Miguel A. Martin, Esq.

Office Address: M. A. Martin & Associates, P.A.
848 Brickell Avenue, Suite 830
Miami, Florida, 33131
(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.

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: Angel MARTIN VIZCAINO

Address: C/ PASEO DE LA HABANA Nº 75, 28036-MADRID SPAIN

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Angel MARTIN VIZCAINO

Address: C/ PASEO DE LA HABANA Nº 75, 28036-MADRID SPAIN

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. FIRMA

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

14. Angel MARTIN VIZCAINO (SOLE DIRECTOR)

(Typed or printed name and capacity of person signing application)

14.11.96 003879

SEAL: NOTARY'S OFFICE OF MR. NICOLAS FERRERO LOPEZ. POZUELO DE ALARCON.

COPY

OF

NUMBER ONE HUNDRED AND EIGHTY-FIVE.

PUBLIC DEED OF COMPANY AGREEMENTS EXECUTED BY THE COMPANY "TELEVISION ESPAÑOLA", S.A.".

In Madrid, on the first of February nineteen hundred and ninety-six.

Before me, **ELADIO DIAZ GONZALEZ**, Notary of the Illustrious College of this Capital, residing in same.

SPECIAL MADRID DELEGATION
DEPARTMENT OF TAX AFFAIRS
X35011 08.NOV.1996

Tax on Transmissions and Documented Legal Acts

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 2:19

MR. ELADIO DÍAZ GONZÁLEZ

NOTARY

MERCANTILE REGISTER OF MADRID
ENTRY 490 BOOK 629 - 490
TIME 12.56 / DATE 14.11.1996
PRESENTATION 11 / 3879
PROTOCOL 185 N 1.010 01.02.1996

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
Fax: 91 350 66 72

♦♦♦
PUBLIC DEED OF COMPANY AGREEMENTS (DISMISSAL AND APPOINTMENT OF SOLE ADMINISTRATOR) EXECUTED BY THE COMPANY "TELEVISION ESPAÑOLA, S.A."
♦♦♦

NUMBER EIGHT HUNDRED AND SEVENTEEN.

In Madrid, on the twenty-second of April nineteen hundred and ninety-seven.

Before me, ELADIO DIAZ GONZALEZ, Notary of the Illustrious College of this Capital City and resident of same,

------------------------------------**APPEARS:**------------------------------------

MR. ANGEL MARTIN VIZCAINO, of adult age, of Spanish nationality, married, inhabitant of Collado Mediano (Madrid), Urbanización Montecollado, 142, and having the national identification (D.N.I.) number 50.802.067.

----------------------------**HEREWITH:** ----------------------------

The above-mentioned appears in his capacity as Sole Administrator on behalf and in representation of the State-Owned Company **"TELEVISION ESPAÑOLA, S.A."**, which was incorporated as an Independent State-Owned Body for an indefinite

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
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period by a deed granted in the presence of the Notary of Madrid Mr. Antonio Vázquez Presedo, on 9th March 1981, and which has its address in Pozuelo de Alarcon (Madrid) Prado del Rey. The Company was adapted to comply with the Public Limited Companies Law in force by means of a deed executed in Pozuelo de Alarcon in the presence of the Notary Nicolas Ferrero Lopez, on 10th September 1996, under the protocol order number 2,238, and registered at the Mercantile Register of this Province in Volume 11,284, Folio 52, of Section 8, Sheet Number M-177378, Inscription 16.

The Company has the Fiscal Identification Number (C.I.F.): A-28-718435.

He makes use of his position as Sole Administrator of the Company and is especially empowered for this act by agreement of the Extraordinary General Meeting of the Company which was held on 16th April 1997, as is recorded in the certificate issued by the persons appearing before me, whose signature I consider to be authentic. I attach said certificate to this original document.

------------------CAPACITY AND QUALIFICATION-----------------

HE HAS, in my opinion, sufficient legal capacity to execute this **PUBLIC DEED OF COMPANY AGREEMENTS**, in which sense,

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INTERPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
Fax: 91 350 66 72

---------------------------IT IS DECLARED:-----------------------

I. That this deed places on record and this act constitutes a public record of the company agreements adopted by the Extraordinary General Meeting of the Company "TELEVISION ESPAÑOLA, S.A." in its meeting on 16th April 1997, whose complete text is reproduced here in its entirety in order to avoid repetitions, regarding the dismissal and appointment of the Sole Administrator of the Company.

REQUEST FOR PARTIAL REGISTRATION. - In accordance with the provisions of the regulations governing the Mercantile Register, the executor, in this document, expressly REQUESTS in relation to the case provided for in Article 63, the partial registration of this deed.

--------------------CAUTIONS AND WARNINGS---------------------

I, The Notary, make the corresponding legal cautions and warnings, and especially those relating to Article 82 of the Mercantile Register Regulations.

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
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------------------------------------EXECUTION-----------------------------

This document is, thus, executed, the person appearing before me having previously read this deed himself, agreeing, ratifying and signing said document with me accordingly.

----------------------------AUTHORIZATION:------------------------------

Having identified the person appearing before me by his national identity document (D.N.I.) previously referred to as supplementary justification, and by all that is conveyed in this public instrument, which is issued on two folios of official State Stamped Paper, exclusively used by Notaries, Series 1Z, numbers 5194040, and the present folio, I, the Notary. CERTIFY HEREWITH.

Hereinbelow appears the signature of the person appearing before me.- Signed.- Eladio Díaz.- Sealed and Initialed.

---------------------------- JOINED DOCUMENT ---------------------------

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
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rtve
Radio Televisión Española

MR. ANGEL MARTIN VIZCAINO, THE SOLE ADMINISTRATOR OF THE COMPANY TELEVISION ESPAÑOLA, S.A.

CERTIFIES: That at a meeting in the offices of TVE, S.A., located at Prado del Rey, Pozuelo de Alarcón, on 16th April 1997, Mr. Fernando López-Amor García, in his capacity as Director General of the Public Body RTVE, the owner of the shares in the Company TVE, S.A., agreed to hold an Extraordinary General Meeting, in accordance with Article 99 of the Law on Limited Companies and Articles of Association, acting as Chairman of said Meeting. The Meeting was personally attended by José Luis Castillo García, who was appointed Secretary to this end, and for the purposes which shall be described below the meeting was also attended by Mr. Angel Martín Vizcaino. After drawing up the list of those persons attending the meeting in accordance with the provisions of Article 88 of the Regulations of the Mercantile Register and then signing their respective names, those present, in the capacity in which they acted respectively, unanimously decided to hold a General Meeting in order to discuss the various points included on the

AGENDA

1. Dismissal of the Sole Administrator of the Company.

2. Appointment of a new Sole Administrator.

3. Other business.

4. Documentation of Agreements.

5. Drafting, reading and approval, where appropriate, of the Minutes of the General Meeting.

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After the corresponding deliberation of the various points included on the Agenda, those present at the meeting unanimously adopted the following

AGREEMENTS

ONE. - Dismissal of the Sole Administrator.
The dismissal of the Sole Administrator of the Company Mr. Jorge Sánchez Gallo is agreed.

TWO. - Appointment of a New Sole Administrator.
To appoint as Sole Administrator of the Company, for a period of four years, Mr. Angel Martín Vizcaino, of adult age, of Spanish nationality, an Economist, having the national identification (D.N.I.) number 50802067-N and residing at Collado Mediano (Madrid), Urbanización Montecollado, 142, who, bring present, expressly accepts this position, taking possession of same and declaring that none of the incompatibilities or prohibitions established in the general State legislation or specific legislation of the Spanish Autonomous Regions apply to him, in particular those contained in Article 124 of the Law on Public Limited Companies, Law 12/1995 of 11th May and Laws 7/84 of 14th May and 14/1995 of 21st April of the Autonomous Region of Madrid and respective laws in the rest of the Autonomous Regions.

THREE. - Other Business.
No question is raised under this heading and no request is made to record any matter.

FOUR. - Documentation of Agreements.
Mr. Angel Martín Vizcaino is expressly granted the power to appear before a Notary and execute the corresponding public documents, as well as undersign any public or private documents which he deems

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
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appropriate and necessary in order to obtain the registration at the Mercantile Register of the agreements which have been made, including deeds of rectification, correction and clarification, if this is required, as well as notify his own appointment to the previous Administrator.

FIVE. - Drafting, Reading and Approval of the Minutes of the General Meeting.
There not being any other points to be addressed, the session was interrupted so that the Secretary could draw up the Minutes. Having drawn up said Minutes, the Meeting was reopened, with the Secretary proceeding to read the Minutes, after which said Minutes were unanimously approved in the place and on the date indicated above.

In record of which and for all corresponding legal purposes, in particular those regarding registration at the Mercantile Register, the Sole Administrator issues this certificate in Madrid on the sixteenth of April nineteen hundred and ninety-seven.

Approved by: THE CHAIRMAN THE DIRECTOR GENERAL OF RTVE	THE SECRETARY
Fernando López-Amor García	José Luis Castillo García

THE OUTGOING SOLE ADMINISTRATOR
for the purposes of Article 111 of the Mercantile Register Regulations.

Jorge Sánchez Gallo

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
Fax: 91 350 60 72

AUTHENTIFICATION: I, ELADIO DIAZ GONZALEZ, Notary of Madrid and Member of the Illustrious College of this city; CERTIFY HEREWITH: That I consider the signature which precedes the name MR. JORGE JOSE SANCHEZ GALLO to be identical to the signature which appears on his National Identity Document (D.N.I.) number 02847938-D, and that I sign and certify this document with the seal of my Notary's Office in order to duly authenticate same. -
Madrid, on the twenty-second of April nineteen hundred and ninety-seven. -

Seal of the Notary's Office of Mr. Eladio Díaz González, 28010 Madrid. Handwritten signature of Eladio Díaz.

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
Fax: 91 350 66 72

THIS IS A COPY of the original, with which it agrees, and which I issue for the person appearing before me on five folios of official State Stamped Paper, which is exclusively used for notarial documents, Series 1Z, Numbers 1695268 and the four following folios in correlative order, in Madrid, on the twenty-fourth of April nineteen hundred and ninety-seven. - I CERTIFY HEREWITH. -

Handwritten signature of Eladio Díaz.

MERCANTILE REGISTER OF MADRID
Paseo de la Castellana, 44 - 28046 MADRID

THE REGISTRAR has previously examined and classified the preceding document in accordance with Articles 18-2 of the Code of Commerce and Article 6 of the Mercantile Register Regulations, and has proceeded to register this document in:

DOCUMENT PRESENTED

RECORD BOOK

ENTRY

Madrid

THE REGISTRAR

Seal of the Dirección General del Tesoro
18 Jun. 1997
ENTRY
LEGAL OFFICE

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
Fax: 91 350 66 72

------------------------- *** -------------------------

Doña Carmen Peris Caminero,
Intérprete Jurado de inglés,
CERTIFICA: que la que antecede
es traducción fiel y completa
al inglés de un documento
redactado en español.
En Madrid a 08/02/99

I, Carmen Peris Caminero,
Sworn Translator of English
DO HEREBY CERTIFY that the
foregoing is a faithful,
complete English translation
of a document drafted in Spanish.
In Madrid on 08/02/99

I, NICOLAS FERRERO LOPEZ, Notary of the Illustrious College of Madrid, residing in this city. HEREBY CERTIFY:

That the preceding photocopy, issued on six folios of paper corresponding to the Notaries' Colleges of Spain, Series HG., Numbers 0.728.179, 0.728.178, 0.728.177, 0.728.176, 0.728.175 and this folio, are faithful copies of the original, corresponding to the Public Deed of Company Agreements, executed by the Company "TELEVISION ESPAÑOLA, S.A.", authorized in Madrid by Mr. Eladio Díaz González, on 22nd April 1997, under Number 817 of his protocol, which I have before me and which I return.

In Pozuelo de Alarcón on the twenty-first of May nineteen hundred and ninety-eight.

SEAL: NOTARY'S OFFICE OF MR. NICOLAS FERRERO LOPEZ. POZUELO DE ALARCON.
Illegible signature

SEAL OF LEGITIMIZATION.

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
Fax: 91 350 66 72

Apostille (or sole legalization)
(Hague Convention of 5th October 1961)
(Royal Decree 2433/1978, of 2nd October)

1. Country: Spain
   This public document
2. Has been signed by Mr. Nicolás Ferrero López
3. Acting in his capacity as NOTARY
4. It is sealed/stamped with the seal of his Notary's Office

CERTIFIED

5. In Madrid 6. On 3rd February 1999
7. By the Dean of the Notaries' College of Madrid
8. Under number 209.353
9. Seal/stamp: 10. Signature:

Mr. Carlos Ruiz-Rivas Hernando
Member of the Governing Board for the Dean's Office

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
Fax: 91 350 66 72

------------------------- *** -------------------------

Doña Carmen Peris Caminero,
Intérprete Jurado de inglés,
CERTIFICA: que la que antecede
es traducción fiel y completa
al inglés de un documento
redactado en español.
En Madrid a 08/02/99

I, Carmen Peris Caminero,
Sworn Translator of English
DO HEREBY CERTIFY that the
foregoing is a faithful,
complete English translation
of a document drafted in Spanish.
In Madrid on ~~08/02/99~~

MINISTERIO DE ASUNTOS EXTERIORES
LEGALIZACIONES
Visto Bueno para legalizar la firma que antecede por ser, al parecer, auténtica sin entrar en el contenido del documento ni ulterior destino que pueda dársele.
Madrid, - 8 FEB. 1999
P. EL SUBSECRETARIO.
Alicia López Alguacil
Auxiliar de Legalizaciones

APOSTILLE (O LEGALIZACION UNICA)
(Conventión de La Haya du 5 de octubre, 1961 Real Decreto 2433/1978 de 2 de octubre.)

1. País España

El presente documento público

2. Ha sido firmado por Alicia López Alguacil
3. Actuando en calidad de Auxiliar de Legalizaciones
4. Se ha sellado/timbrado con el del M° de Asuntos Exteriores

Certificado

5. En Madrid 6. El 8 FEB. 1999
7. Por Mª José Gutiérrez Ramírez
8. Con el número 0417
9. Sello/timbre 10. Firma

MINISTERIO DE JUSTICIA SUBSECRETARIA

Number 1,420

Date 29-6-90

NOTARY'S PROTOCOL OF THE COMPLETE CERTIFICATION OF CERTAIN COMPANY AGREEMENTS EXECUTED BY THE COMPANY TELEVISION ESPAÑOLA, S.A.", . -

MERCANTILE REGISTER OF MADRID / S1
ENTRY 443 RECORD-BOOK 119
TIME 12.01 / DATE 190790
DOCUMENT ENTRY N° 49438

Notary's Office of

Mr. Jesús Rafael Beamonte Minguillón

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
Fax: 91 350 66 72

Seal of the Notary's Office of Mr. Jesús R. Beamonte Minguillón.
C/Princesa, 17-4°. Tel: 541.50.99 /541.51.32. 28008. Madrid

NUMBER ONE THOUSAND FOUR HUNDRED AND TWENY.

IN MADRID, my place of residence, on the twenty-ninth of June nineteen hundred and ninety.

Before me, JESUS RAFAEL BEAMONTE MINGUILLON, Notary of this Capital City,

= APPEARS: =

MR. RAMON COLOM ESMATGES, born on 27th August 1952, single, of Spanish nationality, a journalist, an inhabitant of Madrid, residing at Calle de Condesa de Venadito, number 18-8°C, having the national identification (D.N.I.) number 46.313.175.

He appears in representation of the company "TELEVISION ESPAÑOLA, S.A.", which was incorporated as an Independent State Body for an indefinite period by means of a deed executed in the presence of the Notary of Madrid Mr. Antonio Vázquez Presedo on 9th March 1981, which has its address in Madrid (Paseo de la Castellana, 135), and has as its purpose and object:

a) the production and broadcasting of simultaneous images and sounds, by means of waves or cables, and destined ultimately or immediately for the general public or a section of that public, with

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INTERPRETE JURADO DE INGLES
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
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ends which are political, religious, cultural, educational, artistic, informative, commercial, merely recreational or publicity-based.

b) Any and all activities which may be supplementary or complementary to those described above."

The first copy of said Memorandum of Association was recorded in the Mercantile Register of this Province in Volume 5,974 General, 5,020 of Section 3 of the Companies Book, Folio 101, Sheet Number 49,401, Inscription 1.

THE COMPANY HAS THE FISCAL IDENTIFICATION N° (C.I.F) A-28/718435.

The above-named person has the special authority to execute this document by agreement made at the Extraordinary General Meeting of the Company, held on 7th May 1990, by Mr. Jordi García Candau as Director General of the Public Body RTVE and in regard to this Body's role as sole shareholder, according to the certificate which is laid before me in this act and which I attach to this original document, along with the prior Report-Proposal, documents which comprise five folios; the certificate is issued on 7th May 1990 by the person appearing before me Mr. Colom Esmatges, approved by Mr. Jordi García Candau, whose signatures I attest to being authentic. The Report-Proposal is undersigned by the Director and Sole

Mª CARMEN PERIS CAMINERO
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Administrator Mr. Ramón Colom Esmatges, whose signature I also consider to be authentic.

Both the Information as well as the Report-Proposal are attached to this original document.

Both were issued on 7th May 1990.

In view of which, I consider the gentlemen appearing before me to have sufficient legal capacity to execute this deed of PROTOCOL OF THE COMPLETE CERTIFICATION OF CERTAIN COMPANY AGREEMENTS, in which sense

= IT IS DECLARED: =

That the Extraordinary General Meeting of the company TELEVISION ESPAÑOLA, S.A., held on 7th May 1990, ADOPTED THE AGREEMENTS which are recorded in the certificate attached to this original document and, in order to enforce said agreements

= GRANTED =

That the aforementioned certificate should be entered into record, in which sense the Sole Administrator of the Company is empowered to act with regard to matters concerning the authorization of costs, the arrangement of payments and act as the contracting instrument for the company, enjoying full powers, except with regard to acts of disposal concerning real assets and real estate rights, revising to this end

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Sections 1, 18, 19, 20 and 21 of Article 17 of the Articles of Association, which hereinafter shall constitute those provisions which appear in said certificate, and which are reproduced below, in accordance with which Article SEVENTEEN OF THE ARTICLES OF ASSOCIATION is modified and now constitutes the provisions which follow:

"Article Seventeen. - The Administrator has the following powers:

1.- To represent the Company in and out of court, with regard to all matters concerning the affairs and business of the company, without detriment to the powers legally bestowed upon the Director General of the Public Body RTVE.

2.- To create and dissolve Commissions, Committees and Boards of a consultative nature which are not binding with regard to any of the activities carried out in accordance with the purpose of the company, chairing their sessions or delegating this faculty to any person he may deem appropriate.

3.- To approve Regulations of an Internal Nature, as well as those pertaining to internal, structural or functional organization, drawing up, to this end, circulars and precise instructions, in agreement with the Director General of the Public Body RTVE.

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
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4.- To propose to the General Meeting increases or decreases of corporate capital, prior fulfillment of the legal requirements.

5.- To establish collaboration agreements with official or private Bodies or Entities.

6.- To draw up, each year, the draft budget for the Company, duly presenting it in document-form to the Director General of the Public Body RTVE.

7. - To rent buildings or offices for the Company and carry out in general any act of administration concerning all kinds of assets, rights, securities, loans and shares. To acquire, convey, grant, encumber, sell and in general act with regard to all kinds of assets, rights, securities, loans and shares, exercise rights of redemption and pre-emption and accept, evaluate, describe, postpone, partially or totally cancel mortgages on assets and rights which are offered as security for all kinds of lending operation, loan or similar operation of any other kind, and carry out the same acts in relation to the mortgages which are set up, issue letters of payment for the obligations contracted by debtors, make declarations regarding new works and horizontal division, descriptions of sites, company groupings, divisions and segregations, distribute liabilities among the mortgaged assets and carry out other conditions typical of this kind of operation, even registering the deeds

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at the corresponding Mercantile Register, and make agreements concerning transactions, commitments, submissions or arbitration proceedings regarding private rights, compliances or waivers which, in his judgement, may be required. Nevertheless, when his acts affect or encumber real assets or real estate rights, the subsequent ratification of the General Meeting shall be required, notwithstanding the provisions to this effect contained in Sections 19, 20 and 21 of this Article.

8.- To call, where appropriate, Ordinary General or Extraordinary General Shareholders Meetings, implementing the agreements made and ensuring that the Articles of Association are complied with in their entirety.

9.- To adopt, where appropriate, the system of amortization of assets or elements of the company assets which, within the framework of the practices and regulations in force, he deems most appropriate for the activity of the Body.

10.- To make agreements regarding capital call, terms and conditions.

11.- To make the agreements he deems appropriate regarding the exercise of rights and actions pertaining to the Company in dealings with the ordinary and special Courts and all kinds of offices, Authorities and Corporations, whether they be state-owned, regional-

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government owned, provincial, local or of any other kind, as well as in relation to any ordinary or special legal remedy, including repeals and reviews, by appointing representatives, Lawyers or Legal Representatives so that, for these purposes, they should act in defense and representation of the Company, conferring upon them in the form required, the necessary powers, including agreeing and waiving terms in settlements, proceedings, lawsuits, claims, remedies or measures of any kind and at any stage of importance or stage of the proceedings, with a view to suspending said proceedings and carrying out any action which may be required in the best defense of the company's interests.

12.- To propose to the Director General of the Public Body RTVE the appointment and removal of management staff at TVE, S.A., establish the powers and duties of said staff, as well as the authority of the various services, being empowered to give precise orders and instructions as head of programming, under the supervision of the Director General of the Public Body RTVE, in order to ensure the compliance of the contents of these programmes with the basic principles and general guidelines approved by the Board of Administration of RTVE.

13.- To appoint staff, acting as the Head of said staff.

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14.- To approve the certificates issued by the Secretary, the Minutes of the meetings and sign the Balances, Accounts, Statements and Reports which must be submitted to the General Meeting.

15.- To approve the justificatory accounts of advance payments issued under the heading of "to be justified".

16.- To approve the Annual Report regarding the progress of activities concerning the public television service, which constitute the purpose of the company, presenting it to the Director General of the Public Body RTVE for submission to legal procedure.

17.- To present, on an annual basis, to the Ordinary General Meeting, and within the legally-established time period, the Accounts, Balances, explicative report of the company's financial year and, where appropriate, the proposal regarding the distribution of profits.

18.- To take measures which, in any circumstances, he may deem appropriate in order to best defend the interests of the company. To grant the empowerments which he considers to be necessary, even in relation to the exercise of the powers which are conferred upon him in the following sections of this article, always provided that it is in relation to dealings of a value of less than five hundred million pesetas.

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19.- To act as the contracting instrument of the Company, except in relation to acts of disposal concerning real assets or real estate rights, which shall come under the authority of the Directorate General of RTVE.

20.- To authorize costs and order payments charged to the Company Budget, in relation to matters within his authority.

21.- The powers set out above shall be understood to exist without detriment to those powers legally attributed to the Director General of the Public Body relating to the development, guidance, coordination and inspection of services and, in general, to those powers attributed to the Board of Administration of RTVE by the Radio and Television Statute."

In which respect, all of the agreements contained in the aforementioned certificate are put on record in the form of a public deed, with the Head of the Mercantile Register being requested to make the corresponding entries.

Having read this deed to the gentleman appearing before me, by his choice he executes and signs same.

=AUTHORIZATION =

I certify and acknowledge the gentleman who appears before me based on his National Identification Document (D.N.I.) and the entire context of this instrument, which is issued on three sheets of paper, Class 7, Series 1E, numbers 8.591.121, 8.590.469 and this

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sheet. - The signature of the person appearing before me is produced herewith. - Signed. - J.Beamonte. – Sealed and initialed.

Amount of the Fees Due: 18,000 pesetas.

Fee N°s: 1-4-5-7. - Beamonte.- Initialed.

---------------------------- **JOINED DOCUMENTS** ----------------------

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TELEVISION ESPAÑOLA, S.A.

MR. RAMON COLOM ESMATGES, Sole Administrator of the Company TELEVISION ESPAÑOLA, S.A.

CERTIFIES: That at a meeting at the company address located at Paseo de la Castellana Nº 135, in Madrid, on 7th May 1990, MR. JORDI GARCIA CANDAU, in his role as Director General of the Public Body RTVE and in regard to this Body's capacity as the sole shareholder of the above-mentioned Company, agreed to hold an Extraordinary General Meeting, in accordance with Article 99 of the Royal Legislative Decree 1564/1989, of 22nd December, by which the consolidation of the Law on Public Limited Companies and Articles of Association is approved. The General Meeting was attended by Mr. José Luis Castillo García, who was appointed Secretary of same. The meeting was also attended by MR. RAMON COLOM ESMATGES, in his capacity as Sole Administrator of the Company, adopting the following agreements, which are included on the Agenda, expressly elaborated to this effect.

1°.- To empower the Sole Administrator of the Company to act with regard to matters concerning the authorization of costs, the arrangement of payments and act as the contracting instrument for the company, enjoying full powers, except with regard to acts of disposal concerning real assets and real estate rights, revising to this end Sections 1, 18, 19, 20 and 21 of Article 17 of the Articles of Association, which, hereinafter, in accordance with the Report-Proposal which is attached to this Certificate, shall constitute those provisions which follow:

"Article Seventeen. - The Administrator has the following powers:

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1.- To represent the Company in and out of court, with regard to all matters concerning the affairs and business of the company, without detriment to the powers legally bestowed upon the Director General of the Public Body RTVE.

18.- To take measures which, in any circumstances, he may deem appropriate in order to best defend the interests of the company. To grant the empowerments which he considers to be necessary, even in relation to the exercise of the powers which are conferred upon him in the following sections of this article, always provided that it is in relation to dealings of a value of less than five hundred million pesetas.

19.- To act as the contracting instrument of the Company, except in relation to acts of disposal concerning real assets or real estate rights, which shall come under the authority of the Directorate General of RTVE.

20.- To authorize costs and order payments charged to the Company Budget, in relation to matters within his authority.

21.- The powers set out above shall be understood to exist without detriment to those powers legally attributed to the Director General of the Public Body relating to the development, guidance, coordination and inspection of services and, in general, to those powers attributed to the Board of Administration of RTVE by the Radio and Television Statute."

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2°.- To expressly empower MR. RAMON COLOM ESMATGES so that he may appear before a Notary and execute the corresponding public documents, as well as undersign any documents he deems appropriate and necessary, until the adopted agreements are registered at the Mercantile Register, including deeds of amendment, if required.

This Minute, having been drafted and read, is unanimously approved by all those present.

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Class 7.
TELEVISION ESPAÑOLA, S.A.

The agreements which are referred to by this Certificate have been taken under the advice of the Lawyer belonging to the Lawyers Association of Madrid, Mr. Jerónimo León Abadín.

The present Certificate is issued in Madrid on 7th May nineteen hundred and ninety.

THE SOLE ADMINISTRATOR OF
TVE, S.A.
Handwritten signature of Ramón Colom Esmatges

Approved By:
THE DIRECTOR GENERAL OF RTVE.
Handwritten signature of Jordi García Candau

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TELEVISION ESPAÑOLA, S.A.

JUSTIFICATORY REPORT-PROPOSAL OF THE MODIFICATION OF THE ARTICLES OF ASSOCIATION OF TELEVISION ESPAÑOLA, S.A.

The required effectiveness of management of the State-Owned Company Televisión Española, S.A. must be based on an organizational model which enhances decentralization of powers, in accordance with the following criteria:

- To endow full operational autonomy upon the management bodies of the Company, except with regard to acts of disposal concerning real assets and real estate rights, which shall come under the authority of the Director General of RTVE.

- To reduce the management activity of the central services of RTVE, without this signifying a reduction in the developing, guiding, coordinating and inspecting functions which correspond to the Director General of Radiotelevisión Española.

- To introduce into the Company the measures which facilitate the decentralization of functions from upper management bodies to intermediary management departments.

With these objectives in mind, it is proposed that the Articles of Association of Televisión Española, S.A. should be modified in order to empower the Sole Administrator of the Company to act with regard to matters concerning the authorization of costs, the arrangement of payments and act as the contracting instrument for the company, enjoying full powers, except, as mentioned above, with regard to acts of disposal concerning real assets and real estate rights, revising to this

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end Sections 1, 18, 19, 20 and 21 of Article 17 of the Articles of Association, which, hereinafter, shall constitute those provisions which follow:

"Article Seventeen. - The Administrator has the following powers:

1.- To represent the Company in and out of court, with regard to all matters concerning the affairs and business of the company, without detriment to the powers legally bestowed upon the Director General of the Public Body RTVE.

18.- To take measures which, in any circumstances, he may deem appropriate in order to best defend the interests of the company. To grant the empowerments which he considers to be necessary, event in relation to the exercise of the powers which are conferred upon him in the following sections of this article, always provided that it is in relation to dealings of a value of less than five hundred million pesetas.

19.- To act as the contracting instrument of the Company, except in relation to acts of disposal concerning real assets or real estate rights, which shall come under the authority of the Directorate General of RTVE.

20.- To authorize costs and order payments charged to the Company Budget, in relation to matters within his authority.

21.- The powers set out above shall be understood to exist without detriment to those powers legally attributed to the Director General of the Public Body relating to the development, guidance, coordination and inspection of services and, in general, to those powers attributed to the Board of Administration of RTVE by the Radio and Television Statute."

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In consequence of which and in accordance with the provisions contained in Article 144, Section 1, Heading (a) of the Royal Legislative Decree 1564/1989 of 22nd December, by which the consolidation of the Law on Public Limited Companies is approved, the above-mentioned modification of the Articles of Association of Teleivsión Española, S.A. is formulated.

7th May 1990. Madrid.

The Director and Sole Administrator of TVE, S.A.

Handwritten signature of Ramón Colom Esmatges

Ramón Colom Esmatges.

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INTERPRETE JURADO DE INGLÉS
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COPY of the original document, with which I agree and which I issue to the person appearing before me, in accordance with his instructions, on four sheets of paper, Class 7, Series 1F, Numbers 2146125, 2146126, 2146123 and this sheet of paper, in Madrid, on the second day of July nineteen hundred and ninety. - I CERTIFY HEREWITH. -

Unintelligible handwritten signature

The foregoing document is REGISTERED in the Mercantile Register
of Madrid, in Volume 5974 General, 5020 of
Section 3 of the Companies Book, Folio 109 Sheet
Number 49401 Inscription 11.
17th September 1990. Madrid.
The Registrar.

Handwritten signature.

Mª CARMEN PERIS CAMINERO
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Tel.: 91 350 44 44
Fax: 91 350 66 72

***

Doña Carmen Peris Caminero,
Intérprete Jurado de inglés,
CERTIFICA: que la que antecede
es traducción fiel y completa
al inglés de un documento
redactado en español.
En Madrid a 08/02/99

I, Carmen Peris Caminero,
Sworn Translator of English
DO HEREBY CERTIFY that the
foregoing is a faithful,
complete English translation
of a document drafted in Spanish.
In Madrid on 08/02/99

STAMPED BY, I, NICOLAS FERRERO LOPEZ, Notary of the Illustrious College of Madrid, residing in this city. I HEREBY CERTIFY:

That the preceding photocopy, issued on eleven folios of paper corresponding to the Notaries' Colleges of Spain, Series HG., Numbers 0.048.561, 0.048.635, 0.048.632, 0.048.631, 0.048.629, 0.048.627, 0.048.625, 0.048.623, 0.048.620 and this folio, are faithful copies of the original, corresponding to the eleventh Copy of the Deed of Incorporation of the State-Owned Limited Company and Appointment of Administrator, known as "TELEVISION ESPAÑOLA, S.A.", authorized in Madrid by Mr. Antonio Vazquez Presedo on 29th June 1990, under Number 1.420 of his Protocol, and issued by Mr. Jesús Rafael Beamonte Minguillon, as the successor of the Protocol, which I have before me and which I return.

In Pozuelo de Alarcón on the twenty-first of May nineteen hundred and ninety-eight.

SEAL: NOTARY'S OFFICE OF MR. NICOLAS FERRERO LOPEZ. POZUELO DE ALARCON.
Illegible signature

SEAL OF LEGITIMIZATION.
21st May 1998

Mª CARMEN PERIS CAMINERO
INTERPRETE JURADO DE INGLES
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Apostille (or sole legalization)
(Hague Convention of 5th October 1961)
(Royal Decree 2433/1978, of 2nd October)

1. Country: Spain
This public document
2. Has been signed by Mr. Nicolás Ferrero López
3. Acting in his capacity as NOTARY
4. It is sealed/stamped with the seal of his Notary's Office

CERTIFIED

5. In Madrid 6. On 3rd February 1999
7. By the Dean of the Notaries' College of Madrid
8. Under number 209.354
9. Seal/stamp: 10. Signature:

Mr. Carlos Ruiz-Rivas Hernando
Member of the Governing Board for the Dean's Office

DOÑA CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
Fax: 91 350 66 72

---------------------- *** ----------------------

Doña Carmen Peris Caminero,
Intérprete Jurado de inglés,
CERTIFICA: que la que antecede
es traducción fiel y completa
al inglés de un documento
redactado en español.
En Madrid a 08/02/99

I, Carmen Peris Caminero,
Sworn Translator of English
DO HEREBY CERTIFY that the
foregoing is a faithful,
complete English translation
of a document drafted in Spanish.
In Madrid on 08/02/99

MINISTERIO DE ASUNTOS EXTERIORES
LEGALIZACIONES
Visto Bueno para legalizar la firma que antecede por ser, al parecer, auténtica sin entrar en el contenido del documento ni ulterior destino que pueda dársele.
Madrid, - 8 FEB. 1999
P. EL SUBSECRETARIO.
Alicia López Alguacil
Auxiliar de Legalizaciones

APOSTILLE (O LEGALIZACION UNICA)
(Convention de La Haya du 5 de octubre, 1961 Real Decreto 2433/1978 de 2 de octubre.)

1. País España

El presente documento público

2. Ha sido firmado por Alicia López Alguacil
3. Actuando en calidad de Auxiliar de Legalizaciones
4. Se ha sellado/timbrado con el del Mº de Asuntos Exteriores

Certificado

5. En Madrid 6. El 8 FEB. 1999
7. Por Mª José Gutiérrez Ramírez
8. Con el número 6418
9. Sello/timbre
10. Firma

MINISTERIO DE JUSTICIA SUBSECRETARIA

2R5826909

SEAL OF NOTARY'S OFFICE OF NICOLAS FERRERO LOPEZ - POZUELO DE ALARCON

---------------------------DEED OF EMPOWERMENT---------------------------

NUMBER FOUR THOUSAND THREE HUNDRED AND TWENTY-EIGHT.

IN POZUELO DE ALARCON, on the eighteenth of December nineteen hundred and ninety-eight.

BEFORE ME, NICOLAS FERRERO LOPEZ, Notary of the Illustrious College of Madrid and resident of this City,

-------------------------------------APPEARS:-------------------------------------

MR. ANGEL MARTIN VIZCAINO, of adult age, married, inhabitant of Collado Mediano (Madrid), Urbanización Montecollado, 142, and having the national identification (D.N.I.) number 50.802.067.

HEREWITH: On behalf and in representation, in his capacity as SOLE ADMINISTRATOR, of the State-Owned Company "TELEVISION ESPAÑOLA, S.A.", domiciled in Madrid at Paseo de la Habana, number 75; incorporated as an Independent State-Owned Body for an indefinite period by a deed granted in the presence of the Notary of Madrid Mr. Antonio Vázquez Presedo, on 9th March 1981, this company having as its object and purpose: "a) the production and broadcasting of simultaneous

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images and sounds, by means of waves or cables, and destined ultimately or immediately for the general public or a section of that public, with ends which are political, religious, cultural, educational, artistic, informative, commercial, merely recreational or publicity-based.

b) Any and all activities which may be supplementary or complementary to those described above.", as recorded in the Mercantile Register of this Province in Volume 5,974 General, 5,020 of Section 3 of the Companies Book, Folio 101, Sheet Number 49,401, Inscription 1, later modifying its statutes in accordance with the agreements made by the Extraordinary General Meeting of the Company, held on 1st March 1990 and 7th May 1990 , which were recorded in a public deed and which were authorized on 29th June 1990 under Numbers 1,419 and 1,420 of the order of protocol of my colleague Mr. Jesús Rafael Beamonte Minguillón, and registered at the Mercantile Register of Madrid, in Volume 5,974 General, 5020 of Section 3 of the Companies Book, Folio 109, Sheet Number 49,401, 10th Inscription.

Having changed its address in a deed executed in the presence of Mr. Eladio Díaz González on 1st February 1996, which is pending registration at the Mercantile Register, and with Articles Eight and Ten of the Articles of Association having been modified in order to adapt them to current Law, by agreement of the Extraordinary General Meeting which was held on 22nd July 1996, these agreements having been recorded in a public deed authorized by me in this City on 10th September 1996.

Having the Fiscal Identification Code (C.I.F.) Number A-28-718435.

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The above-mentioned person is empowered by this act, in virtue of the position to which he was appointed, by an agreement made at the Extraordinary General Meeting of the Company which took place on 16th April 1997, these agreements being recorded in a public deed authorized in Madrid by Mr. Eladio Díaz González on 22nd April 1997, Number 817 of his protocol, and registered at the Mercantile Register of Madrid, in Volume 11,284, Book 0, Folio 53, Section 8, Sheet M-177378, Inscription 19, a copy of which I have before me and which I return and from which I transcribe the following particulars:

" .... CERTIFIES: .... AGREEMENTS. - TWO.- Appointment of a new Sole Administrator.

To appoint as Sole Administrator of the Company, for a period of four years, Mr. Angel Martín Vizcaíno ... who, being present, expressly accepts and assumes this position, ..."

From the copy I have before me of the aforementioned Memorandum of Incorporation of the Company, I transcribe the following particulars:

"Article Fifteen. - The Company shall be administrated and governed by a Sole Administrator, who shall be the Director of TVE, S.A., appointed by and independent of the Director General of the Public Body RTVE, with prior notification being given to the Board of Administration of said Body.

The post shall have a duration of four years, and the occupant of this post may resign, be removed from his post or be re-appointed."

From the copy of the deed, mentioned above, authorized on 29th June 1990 under protocol number 1,420, which I have before me and I return, I transcribe the following:

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" .... Article Seventeen. - The Administrator has the following powers:

1. - To represent the Company in and out of court, with regard to all matters concerning the affairs and business of the company, without detriment to the powers legally bestowed upon the Director General of the Public Body RTVE.
2. - To create and dissolve Commissions, Committees and Boards of a consultative nature which are not binding with regard to any of the activities carried out in accordance with the purpose of the company, chairing their sessions or delegating this faculty to any person he may deem appropriate.
3. - To approve Regulations of an Internal Nature, as well as those pertaining to internal, structural or functional organization, drawing up, to this end, circulars and precise instructions, in agreement with the Director General of the Public Body RTVE.
4. - To propose to the General Meeting increases or decreases of corporate capital, prior fulfillment of the legally necessary requirements.
5. - To establish collaboration agreements with official or private Bodies or Entities.
6. - To draw up, each year, the draft budget for the Company, duly presenting it in document-form to the Director General of the Public Body RTVE.
7. - To rent buildings or offices for the Company and carry out in general any act of administration concerning all kinds of assets, rights, securities, loans and shares. To acquire, convey, grant, encumber, sell

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and in general act with regard to all kinds of assets, rights, securities, loans and shares, exercise rights of redemption and pre-emption and accept, evaluate, describe, postpone, partially or totally cancel mortgages on assets and rights which are offered as security for all kinds of lending operation, loan or similar operation of any other kind, and carry out the same acts in relation to the mortgages which are set up, issue letters of payment for the obligations contracted by debtors, make declarations regarding new works and horizontal division, descriptions of sites, company groupings, divisions and segregations, distribute liabilities among the mortgaged assets and carry out other conditions typical of this kind of operation, even registering the deeds at the corresponding Mercantile Register, and make agreements concerning transactions, commitments, submissions or arbitration proceedings regarding private rights, compliances or waivers which, in his judgement, may be required. Nevertheless, when his acts affect or encumber real assets or real estate rights, the subsequent ratification of the General Meeting shall be required, notwithstanding the provisions to this effect contained in sections 19, 20 and 21 of this article.

8. - To call, when appropriate, Ordinary General or Extraordinary General Shareholders Meetings, implementing the agreements made and ensuring that the Articles of Association are complied with in their entirety.

9. - To adopt, where appropriate, the system of amortization of assets or elements of the company assets which, within the framework of the

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practices and regulations in force, he deems most appropriate for the activity of the Body.

10.- To make agreements regarding capital call, terms and conditions.

11. To make the agreements he deems appropriate regarding the exercise of rights and actions pertaining to the Company in dealings with the ordinary and special Courts and all kinds of offices, Authorities and Corporations, whether they be state-owned, regional-government owned, provincial, local or of any other kind, as well as in relation to any ordinary or special legal remedy, including repeals and reviews, by appointing representatives, Lawyers or Legal Representatives so that, for these purposes, they should act in defense and representation of the Company, conferring upon them in the form required, the necessary powers, including agreeing and waiving terms in settlements, proceedings, lawsuits, claims, remedies or measures of any kind and at any stage of importance or stage of the proceedings, with a view to suspending said proceedings and carrying out any action which may be required in the best defense of the company's interests.

12.- To propose to the Director General of the Public Body RTVE the appointment and removal of management staff at TVE, S.A., establish the powers and duties of said staff, as well as the authority of the various services, being empowered to give precise orders and instructions as head of programming, under the supervision of the Director General of the Public Body RTVE, in order to ensure the compliance of the contents of these programmes with the basic principles and general guidelines approved by the Board of Administration of RTVE.

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13.- To appoint staff, acting as the Head of said staff.

14.- To approve the certificates issued by the Secretary, the Minutes of the meetings and sign the Balances, Accounts, Statements and Reports which must be submitted to the General Meeting.

15.- To approve the justificatory accounts of advance payments issued under the heading of "to be justified".

16.- To approve the Annual Report regarding the progress of activities concerning the public television service, which constitute the purpose of the company, presenting it to the Director General of the Public Body RTVE for legal procedure.

17.- To present, on an annual basis, to the Ordinary General Meeting, and within the legally-established time period, the Accounts, Balances, explicative report of the company's financial year and, where appropriate, the proposal regarding the distribution of profits.

18.- To take measures which, in any circumstances, he may deem appropriate in order to best defend the interests of the company. To grant the empowerments which he considers to be necessary, even in relation to the exercise of the powers which are conferred upon him in the following sections of this article, always providing that it is in relation to dealings of a value of less than five hundred million pesetas.

19.- To act as the contracting instrument of the Company, except in relation to acts of disposal concerning real assets or real estate rights, which shall come under the authority of the Directorate General of RTVE.

20.- To authorize costs and order payments charged to the Company Budget, in relation to matters within his authority.

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21.- The powers set out above shall be understood to exist without detriment to those powers legally attributed to the Director General of the Public Body relating to the development, guidance, coordination and inspection of services and, in general, to those powers attributed to the Board of Administration of RTVE by the Radio and Television Statute."

I, the Notary, certify that the transcribed matter agrees with the original, without there being in the matter which is omitted anything which alters, modifies or in any other way limits the copied matter. I guarantee the validity of my capacity and powers.

The aforementioned person has, in my opinion, the capacity to execute this deed of EMPOWERMENT, to which end,

-------------------------------**IT IS PROVIDED:**----------------------------------

That he confers powers which are as extensive as required by Law, upon the TVE correspondent in Miami (U.S.A.), MR. VALENTIN DIAZ MARIJUAN, of adult age, an inhabitant of Miami (U.S.A.), domiciled at 901, Majorca Avenue Coral, Florida 33134, who has the National Identity (D.N.I.) number 13.051.026-K, so that he may, on behalf of and in representation of TELEVISION ESPAÑOLA, S.A., exercise each and all of the powers which are described below:

1. - To represent the Company TVE. S.A. within the territory of Miami (U.S.A.), in all matters which form an inherent part of the activities of a Correspondent, relating to information, the writing of news reports, the creation of reports, the performance of filming activities and other pursuits relating to television broadcasting to the public, executing any agreements

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which are required in order to carry out this function, without any quantitative limitation, but having the obligation to justify his actions, in the form and manner required by TVE. S.A. in this respect.

2. - To represent the Company TVE. S.A. in relation to any authority or body in Miami (U.S.A.), including those authorities which have powers regarding taxation, whatever their territorial scope may be, in order to be able to present applications or requests, appeal for remedies, present declarations of a fiscal nature or of any other kind, obtain licenses, permits or authorization relating to television broadcasting to the public, in accordance with the legislation in force within the territory in which the Correspondent is working.

3. - To open and close current accounts in banking bodies previously designated by TVE, S.A.

4. - To rent premises for offices which are required in order to carry out his duties as a Correspondent, prior consultation with the corresponding body at TVE, S.A., and presentation of a reasoned proposal.

5. - To represent TVE. S.A. in relation to any process or procedure which may exist actively or passively within the territory in which the Correspondent is working, granting powers to lawyers or solicitors in this respect, which may secure the corresponding remedies relating to any proceeding or jurisdiction, including powers to commit to any lawsuit, make concessions in said lawsuit or submit it to arbitration, paying the costs and fees which may arise.

6. - To propose to the Management of TVE, S.A., through its Personnel Department, the contracting of staff who, subject to a labour-

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
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based relationship, may be required for the normal functioning of the correspondent's office or for the development of his activity as a Correspondent, subject to the corresponding labour legislation, and to sign in representation of TVE, S.A., the contracts and propose, where appropriate, the termination of same.

7. - To authenticate and ensure the legal recognition of this empowerment in relation to any public authority or court, so that it should have full legal effect.

8. - To confer powers upon any person so that said person may use these powers in his place, giving account to TVE, S.A. with regard to the powers which are thus granted, and also being able to designate a temporary replacement as the Head of the Correspondent's Office, in the case of absence or illness of the Correspondent himself, reporting this fact to the Personnel Department of TVE., or to the Department of Information Services of the Company, in accordance with usual practice in such cases.

9. - The holder of these powers and his replacements, where appropriate, shall not pursue any activities which generate personal profit of any kind or which may compromise the interests of TVE, S.A., with the holder of these powers or his replacements being obliged to hand over the copy of the public deed of empowerment which they receive, at the moment in which they receive notification of their dismissal as Correspondent in Miami (U.S.A.).

10. - In relation to the contracting activities which the holder of these powers carries out in representation of TVE, S.A., these shall not exceed

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the amount of ONE MILLION PESETAS, and must be previously authorized by the Department of the Area to which they correspond within the aforementioned company TVE, S.A.

By means of this empowerment, TVE. S.A. shall be bound to those third parties with whom the holder of these powers establishes relations or whom he contracts, provided that said parties do not receive any notification of an express annulment of the powers which are granted.

I, the Notary, certify herewith, that I have allowed the grantor to read through the entirety of this public document, by his own choice, who states that he has read said document, understands it and agrees to its contents, and signs it with me along with all the other provisions contained in this document, which is issued on eight folios of stamped paper used exclusively for notarial documents, Series 2R, Numbers: 5.826.861, 5.826.862, 5.826.863, 5.826.864, 5.826.865, 5.826.866, 5.826.867 and the present folio, which I seal, sign and initial. - Hereinbelow appears the signature of Mr. Angel Martín Vizcaino.

Signed: Nicolas Ferrero Lopez. – Sealed and initialed.

STAMP:

Application of Fee (Law 8/89 and Royal Decree 1426/89) N° 1,4,5,7.

DOCUMENT WITHOUT AMOUNT

Fees Due ....16240........ pesetas

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Stamp:

NOTARY'S OFFICE OF NICOLAS FERRERO LOPEZ - POZUELO DE ALARCON

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
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------------------------ *** ------------------------

Doña Carmen Peris Caminero, Intérprete Jurado de inglés, CERTIFICA: que la que antecede es traducción fiel y completa al inglés de un documento complete redactado en español. En Madrid a 08/02/99	I, Carmen Peris Caminero, Sworn Translator of English DO HEREBY CERTIFY that the foregoing is a faithful, English translation of a document drafted in Spanish. In Madrid on 08/02/99

MERCANTILE REGISTER OF MADRID

Pº de la Castellana, 44 - 28046 MADRID

DOCUMENT PRESENTED	*1.999 /01* *1.282*
BOOK	*842*
ENTRY	*1.095*

THE MERCANTILE REGISTER which subjects the preceding document to prior examination and evaluation in accordance with Articles 18-2 of the Code of Commerce and Article 6 of the Regulations of the Mercantile Register, has inscribed this document in:

VOLUME: 11.284 BOOK: FOLIO: 55
SECTION: 8 PAGE: M-177378
INSCRIPTION: 26

BASIS :NON-DEPENDENT AMOUNT
FEES S/M : FIVE THOUSAND THREE HUNDRED

Madrid, 27*th JANUARY 1999*
THE REGISTRAR

Illegible signature

SEAL OF THE MERCANTILE REGISTRER

This folio is attached to the authorized copy of the deed executed by Nicolás Ferrero López in Madrid in Pozuelo de Alarcón on 18th December 1998 under Number 4.328 of the Order of Protocol.

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
C/ Padre Damián, 43 - 28036 MADRID
Tel.: 91 350 44 44
Fax: 91 350 66 72

Apostille (or sole legalization)
(Hague Convention of 5th October 1961)
(Royal Decree 2433/1978, of 2nd October)

1. Country: Spain
   This public document
2. Has been signed by Mr. Nicolás Ferrero López
3. Acting in his capacity as NOTARY
4. It is sealed/stamped with the seal of his Notary's Office

CERTIFIED

5. In Madrid 6. On 2nd February 1999
7. By the Dean of the Notaries' College of Madrid
8. Under number 209.391
9. Seal/stamp: 10. Signature:

Mr. Carlos Ruíz-Rivas Hernando
Member of the Governing Board for the Dean's Office

Mª CARMEN PERIS CAMINERO
INTÉRPRETE JURADO DE INGLÉS
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MINISTERIO DE ASUNTOS EXTERIORES
LEGALIZACIONES
Visto Bueno para legalizar la firma que antecede por ser, al parecer, auténtica sin entrar en el contenido del documento ni ulterior destino que pueda dársele.
Madrid, - 8 FEB. 1999
P. EL SUBSECRETARIO.
Alicia López Alguacil
Auxiliar de Legalizaciones

***

Doña Carmen Peris Caminero,
Intérprete Jurado de inglés,
CERTIFICA: que la que antecede es traducción fiel y completa al inglés de un documento complete redactado en español.
En Madrid a 08/02/99

I, Carmen Peris Caminero,
Sworn Translator of English
DO HEREBY CERTIFY that the foregoing is a faithful, English translation of a document drafted in Spanish.
In Madrid on 08/02/99

APOSTILLE (O LEGALIZACION UNICA)

(Conventión de La Haya du 5 de octubre, 1961 Real Decreto 2433/1978 de 2 de octubre.)

1. País España

El presente documento público

2. Ha sido firmado por Alicia López Alguacil
3. Actuando en calidad de Auxiliar de Legalizaciones
4. Se ha sellado/timbrado con el del Mº de Asuntos Exteriores

Certificado

5. En Madrid 6. El 8 FEB. 1999
7. Por Mª José Gutiérrez Ramírez
8. Con el número 6416
9. Sello/timbre 10. Firma

MINISTERIO DE JUSTICIA SUBSECRETARIA

08.01.99 001282

Nicolás Ferrero López

Notario

Pozuelo de Alarcón

N.º 4.328.- AÑO 1.998.-

COPIA DE LA ESCRITURA DE PODER

OTORGADA POR LA SOCIEDAD ESTATAL " TELEVISION ESPAÑOLA, S.A." - - - -

En Pozuelo de Alarcon, a 18 de - Diciembre de 1.998.-

C/. Iglesia, n.º 4 - 2º
Teléfono 91 351 35 35
Fax 91 351 35 32

REGISTRO MERCANTIL DE MADRID.
ASIENTO 1095 DIARIO 842 -1095
HORA 10:47 / FECHA 08.01.1999
PRESENTACION: 1/ 1282
PROT. 4.328 N 201 18.12.1998

POZUELO DE ALARCÓN
(Madrid)

-----------------ESCRITURA DE PODER-----------------

NUMERO CUATRO MIL TRESCIENTOS VEINTIOCHO. - - - - -

EN POZUELO DE ALARCON, a dieciocho de Diciembre - de mil novecientos noventa y ocho. - - - - - - - - -

ANTE MI, NICOLAS FERRERO LOPEZ, Notario del Ilustre Colegio de Madrid, con residencia en esta Villa,

---------------------COMPARECE:---------------------

DON ANGEL MARTIN VIZCAINO, mayor de edad, casado, - vecino de Collado Mediano (Madrid), Urbanización -- Montecollado, 142, y con D.N.I. número 50.802.067. -

INTERVIENE: en nombre y representación como ADMI-- NISTRADOR UNICO, de la Sociedad Estatal "TELEVISION- ESPAÑOLA, S.A.", con domicilio en Madrid, Paseo de - la Habana, número 75; constituida como entidad Autónoma Estatal por tiempo indefinido, en escritura -- otorgada ante el Notario que fue de Madrid Don Antonio Vázquez Presedo, el día 9 de Marzo de 1.981; -- tiene por objeto: "a) la producción y transmisión de imágenes y sonidos simultáneamente, a través de ondas o mediante cables destinados mediata o inmediatamente al público en general o a un sector del mis-- mo, con fines políticos, religiosos, culturales, educativos, artísticos, informáticos, comerciales, de -- mero recreo o publicitarios. - - - - - - - - - - - -

b) Cuantas actividades sean anejas o complementa--- rias de las anteriores.", inscrita en el Registro --- Mercantil de esta Provincia al tomo 5.974 general, -- 5.020 de la sección 3ª del Libro de Sociedades, folio 101, hoja número 49.401, inscripción 1ª, modificando- sus estatutos según se desprende de los acuerdos, tomados por la Junta Universal Extraordinaria de la Sociedad, celebradas los días 1 de marzo de 1.990 y 7 - de Mayo de 1.990, los cuales fueron elevados a escritura pública, según las que autorizo el día 29 de Junio de 1.990, bajo los números 1.419 y 1.420 de orden de protocolo de mí compañero Don Jesús Rafael Beamonte Minguillón, e inscritas en el Registro Mercantil - de Madrid, al tomo 5.974 general, 5020 de la sección- 3ª del Libro de Sociedades, folio 109, hoja número -- 49.401, inscripción 10ª. - - - - - - - - - - - - - -

Cambiado su domicilio en escritura otorgada ante -- Don Eladio Díaz González el día 1 de Febrero de ----- 1.996, la cual se encuentra pendiente de inscripción- en el Registro Mercantil, modificados los artículos -

octavo y décimo de los Estatutos sociales con el fin de adaptarlos a la vigente Ley, por acuerdo de la -- Junta Universal Extraordinaria celebrada el día 22 - de Julio de 1.996, elevados dichos acuerdos a público mediante escritura autorizada por mí en esta Villa el día 10 de Septiembre de 1.996. - - - - - - -

Con C.I.F., número A-28-718435. - - - - - - - -

Se halla facultado para este acto en virtud de su cargo para el que fue nombrado, por acuerdo tomado - en la Junta General Extraordinaria de la Sociedad, - celebrada el día 16 de Abril de 1.997, dichos acuerdos han sido elevados a público mediante escritura - autorizada en Madrid, por don Eladio Díaz González,- el día 22 de Abril de 1.997, número 817 de su protocolo, inscrita en el Registro Mercantil de Madrid, - al tomo 11.284, libro 0, folio 53, sección 8, hoja - M-177378, inscripción 19ª, copia de la cual tengo a la vista y devuelvo, transcribo los particulares siguientes: -

"...CERTIFICA: ....ACUERDOS.- SEGUNDO.- Nombramiento de nuevo Administrador Unico. - - - - - - - - - - -

Nombrar Administrador Unico de la sociedad, por un-período de cuatro años, a don Angel Martín Vizcaí----no..... el cual estando presente, acepta expresamente el cargo tomando posesión del mismo, ...". - - - - - - -

De copia que tengo a la vista de la reseñada escritura de constitución de Sociedad, transcribo los particulares siguientes: - - - - - - - - - - - - - - -

"Artículo decimoquinto.- La Sociedad será adminis--trada y regida por un Administrador Unico, que lo será el Director de TVE, S.A., nombrado y separado por el Director General del Ente Publico RTVE, previa notificación al Consejo de Administración del propio --Ente. -

El cargo tendrá una duración de cuatro años, siendo renunciable, revocable y reelegible.". - - - - - - - -

De copia de la escritura, mencionada anteriormente, autorizada el 29 de Junio de 1.990, bajo el número de protocolo 1.420, que tengo a la vista y devuelvo, ---transcribo lo siguiente: - - - - - - - - - - - - - -

"............Artículo decimoséptimo.- Son facultades del Administrador: - - - - - - - - - - - - - - - - -

1.- Representar a la Sociedad en juicio y fuera de-él, en todos los asuntos pertenecientes al giro y ---

tráfico de la empresa, sin perjuicio de las facultades atribuidas legalmente al Director General del -- Ente Publico RTVE. - - - - - - - - - - - - - - - -

2.- La creación o supresión de Comisiones, comités o Juntas de carácter consultivo no vinculantes en -- cuantas actividades se relacionen con el objeto social, presidiendo sus sesiones o delegando esta facultad en la persona que juzgue conveniente. - - - -

3.- Aprobar los Reglamentos de Regimen Interior, - así como los de organización interna, estructural y funcional, dictando para ello las circulares e instrucciones precisas, de conformidad con el Director General del Ente Publico RTVE. - - - - - - - - - - -

4.- Proponer a la Junta General el aumento o disminución del capital social, previo cumplimiento de los requisitos legalmente necesarios. - - - - - -

5.- Establecer convenios de colaboración con Entidades u Organismos oficiales o privados. - - - - - -

6.- Elaborar anualmente el anteproyecto de presupuesto de la Sociedad documentándolo debidamente para su envío al Director General del Ente Publico ---- RTVE. -

7.- Tomar en arrendamiento edificios y locales para la Sociedad y realizar en general cualquier acto de - administración sobre toda clase de bienes, derechos, - valores, créditos y acciones. Adquirir, transmitir, - ceder, gravar, enajenar y en general disponer sobre - toda clase de bienes, derechos, valores, créditos y - acciones, ejercitar derechos de tanteo y retracto y - aceptar, calificar, describir, posponer, cancelar total o parcialmente hipotecas sobre los bienes y derechos que se ofrezcan en garantía de toda clase de --- operaciones de crédito, préstamo o de cualquier otro tipo y realizar los mismos actos respecto de las hi-- potecas constituidas, otorgar carta de pago de las -- obligaciones contraídas por los deudores, hacer de--- claraciones de obra nueva y división horizontal, descripciones de fincas, agrupaciones, divisiones y se-- gregaciones, distribuir responsabilidades entre los - bienes hipotecados y demás condiciones propias de este tipo de operaciones, hasta dejar inscritas las escrituras en el Registro correspondiente, acordar sobre transacciones, compromisos sometimiento o arbi--- trajes de derechos privado, allanamiento y desisti---

mientos que a su juicio procedan. No obstante, cuando los actos de disposición y gravamen afecten a --- bienes inmuebles o derechos reales inmobiliarios se requerirá en todo caso la ratificación ulterior de - la Junta General y sin perjuicio de lo que al efecto se establece en los apartados 19, 20 y 21 de este -- artículo. -

8.- Convocar, en su caso, las Juntas, Generales de Accionistas ordinarios o extraordinarios, ejecutando sus acuerdos y velando para que se cumplan los Estatutos sociales en su integridad. - - - - - - - - - -

9.- Adoptar, en su caso, el sistema de amortización de bienes y elementos del activo social que, -- dentro de la técnica y normativa en vigor, considere mas apropiados con la actividad de la Entidad. - - -

10.- Acordar en su caso lo convenido para la exigibilidad de los dividendos pasivos, plazos y condiciones. -

11.- Acordar lo que juzgue conveniente sobre el -- ejercicio de los derechos o acciones que a la Sociedad correspondan ante los Juzgados y Tribunales ordinarios o especiales y ante toda clase de oficinas, -- Autoridades y Corporaciones, ya sean Estatales, Autonómicas, provinciales, locales o de cualquier otra -- índole, así como respecto a la interposición de re--- cursos ordinarios o extraordinarios, incluso casación y revisión, nombrando representantes, Letrados o Procuradores que, a estos efectos, lleven la defensa y - representación de la Sociedad, confiriéndoles en la - forma que fuera necesario, las facultades oportunas, - incluso para avenirse y desistir en conciliaciones, - expedientes, pleitos, reclamaciones, recursos o ac--- tuaciones de cualquier clase y en cualquier grado de- la instancia o estado del procedimiento, para pedir - la suspensión de éste y para todo lo que fuera menester en orden a la mejor defensa de los intereses so-- ciales. -

12.- Proponer al Director General del Ente Público- RTVE el nombramiento y cese del personal directivo de TVE, S.A. establecer las atribuciones y deberes de -- dicho personal así como las competencias de los diferentes servicios, pudiendo dar las órdenes e instrucciones precisas como responsable de la programación - bajo la supervisión del Director General del Ente Publico RTVE, para garantizar la adecuación de los contenidos de los programas e los principios básicos y líneas generales aprobados por el Consejo de Administración de RTVE. - - - - - - - - - - - - - - - -

13.- El nombramiento del personal, ostentando la Jefatura del mismo. - - - - - - - - - - - - - - - -

14.- Visar las certificaciones que expida el Secretario, las Actas de las reuniones y firmar los Balances, Cuentas, Estados y Memorias que hayan de ser sometidas a la junta General. - - - - - - - - - -

15.- Aprobar las cuentas justificativas de anticipos librados con el carácter de "a justificar". - -

16.- Aprobar la Memoria anual relativa al desarrollo de las actividades del servicio público de Televisión que constituye su objeto social elevándola al Director General del Ente Público RTVE para su tramitación legal. - - - - - - - - - - - - - - - - -

17.- Presentar anualmente a la Junta General ordinaria y en el plazo legal, las Cuentas, Balances, Memoria explicativa del Ejercicio social, y en su --

caso, propuesta de distribución de beneficios. - - -

18.- Tomar las medidas Que en cualquier circunstancia estime oportunas para la mejor defensa de los intereses sociales. Otorgar los apoderamientos que estime pertinentes incluso en relación con el ejercicio de las facultades que le confieren los apartados siguientes de este artículo, siempre que se trate de actuaciones de cuantía inferior a quinientos millones de pesetas. -

19.- Actuar como órgano de contratación de la Sociedad salvo en la realización de actos dispositivos sobre bienes inmuebles y derechos reales inmobiliarios, que será competencia de la Dirección General de RTVE. -

20.- Autorizar gastos y ordenar pagos con cargo al Presupuesto de la Sociedad, en las materias de su competencia. -

21.- Las facultades anteriormente enunciadas se entenderán sin perjuicio de las atribuidas legalmente al Director General del Ente Publico en orden al impulso, orientación, coordinación e inspección de los servicios y, con carácter general, de las atribuidas al Consejo de Administración de RTVE por el Estatuto de la Radio y la Televisión.".................. - -

Yo, el Notario doy fe de que lo transcrito concuerda con sus originales, sin que en lo omitido haya nada que altere, modifique o en forma alguna restrinja lo copiado. Asevera la vigencia de su cargo y facultades. -

Tiene a mi juicio, según interviene, capacidad para formalizar la presente escritura de APODERAMIENTO, a cuyo efecto, - - - - - - - - - - - - - - - -

---------------------OTORGA:---------------------

Que confiere poder tan amplio y bastante como en Derecho se requiera y fuere necesario, a favor del corresponsal de TVE en Miami (E.E.U.U.), DON VALENTIN DIAZ MARIJUAN, mayor de edad, vecino de Miami (E.E.U.U.), domiciliado en 901 Majorca Avenue Coral, Florida 33134, y con D.N.I. número 13.051.026-K, para que en nombre y representación de TELEVISION ESPAÑOLA, S.A., ejercite todas y cada una de las facultades, que se describirán a continuación: - - -

1.- Asumir la representación, de la Sociedad TVE, S.A. en el territorio de Miami (E.E.U.U.), en todos-los asuntos inherentes a la actividad de la Corresponsalía, relacionados con la información, redacción de crónicas, elaboración de reportajes, realización de filmaciones y demás funciones derivadas de la comunicación pública por televisión, otorgando cuantos contratos sean precisos para llevar a cabo su función, sin limitación cuantitativa pero con obligación de rendir cuentas justificadas de su actuación, en la forma y manera que sea requerido para ello por TVE, S.A. -

2.- Asumir la representación de la Sociedad ante cualquier autoridad u organismo de Miami (E.E.U.U.), incluidas las autoridades con competencias impositivas; cualquiera que fuere, el ámbito territorial de éstas, con el fin de poder presentar instancias o peticiones, promover recursos, presentar instancias o peticiones, presentar declaraciones de carácter fiscal o de otro orden, obtener licencias, permisos o autorizaciones relacionados con la actividad de comunicación pública por televisión, de acuerdo todo ello con la legislación vigente en el territorio de la Corresponsalía. - - - - - - - - - - - - - - - - - - -

3.- Abrir y cancelar cuentas corrientes en entidades bancarias, designadas previamente por TVE, S.A. -

2R5826915

4.- Arrendar locales para oficinas que sean necesarios para llevar a cabo su función de Corresponsal, previa consulta al órgano correspondiente de TVE, S.A. con propuesta razonada. - - - - - - - - - -

5.- Asumir la representación de TVE, S.A. ante cualquier procedimiento o proceso de cualquier naturaleza que pueda existir activa o pasivamente en el territorio de la Corresponsalía, otorgando poderes a favor de abogados o procuradores, extendiéndose dichas facultades hasta los recursos pertinentes ante cualquier instancia o jurisdicción, con facultades de comprometer, transigir o someter a juicio de árbitros cualquier litigio, abonando las costas y gastos que pudieran ocasionarle. - - - - - - - - - - -

6.- Proponer a la Dirección de TVE, S.A., a través de su Dirección de Personal, la contratación de personal que, sometido a relación laboral, precise para el normal funcionamiento de la oficina de la Corresponsalía o para el desarrollo de su actividad como Corresponsal, con sometimiento a la legislación la--

boral correspondiente, firmar en representación de -- TVE, S.A. los contratos y, proponer, en su caso, la - resolución de los mismos. - - - - - - - - - - - - - -

7.- Autenticar y efectuar el reconocimiento legal - del presente poder ante cualquier autoridad pública o tribunal, de manera que aquél produzca plenos efectos legales. -

8.- Otorgar poderes a favor de cualquier persona -- con el fin de poder sustituir las facultades que re-- cibe, dando cuenta a TVE, S.A. de los poderes asi --- otorgados, pudiendo asimismo designar un sustituto -- temporal al frente de la Corresponsalía, en casos de- ausencia o enfermedad de su titular, dando cuenta de- dicha sustitución a la Dirección de Personal de TVE o a la Dirección de los Servicios Informativos de la -- Sociedad, en la forma usual en estas casos. - - - - -

9.- El Apoderado y sus sustitutos, en su caso, no - podrán realizar gestiones que les generen beneficio - alguno y que pudieran comprometer los intereses de -- TVE, S.A., quedando el apoderado y sus sustitutos --- obligados a entregar la copia que reciban de la es--- critura pública de apoderamiento, en el momento de -- recibir notificación de su cese como Corresponsal en- Miami (E.E.U.U.). - - - - - - - - - - - - - - - - - -

2R5831159

10.- Respecto de las contrataciones que realize el apoderado en representación de TVE, S.A., estas no podrán superar la cantidad de UN MILLON DE PESETAS, debiendo ser previamente autorizadas por la Dirección del Area a la que corresponda dentro de la citada TVE, S.A.---

Por medio del presente apoderamiento, TVE. S.A. quedará obligada con los terceros con quienes el apoderado se relacione o contrate, en tanto en cuanto no reciban aquéllos notificación de la revocación que se haga expresamente de los poderes otorgados.-

Yo, el Notario, doy fe, de haber permitido la lectura íntegra de este instrumento público al otorgante, por su elección, quien manifiesta haberlo leído, quedar enterado y conforme con su contenido, y lo firma conmigo y de todo lo demás contenido en el presente, que queda extendido en ocho folios de papel timbrado de uso exclusivo para documentos notariales, serie 2R., números: 5.826.861, 5.826.862, 5.826.863, 5.826.864, 5.826.865, 5.826.866,------

5.826.867 y el del presente, que signo, firmo, rubri-

co y sello.- Está la firma de don Angel Martín -----

Vizcaino.- Signado: Nicolas Ferrero Lopez.- Rubrica--

dos y sellado. -

Aplicación Arancel (Ley 8/89 y R.D. 1426/89) Nº 1,5,5,7
---------- DOCUMENTO SIN CUANTIA ----------
Derechos Devengados 1624O pesetas.

ES COPIA exacta de su original, al que me remito y donde de-
jo anotada esta expedición. Y para la Sociedad Estatal "TE-
LEVISION ESPAÑOLA, S.A." la libro sobre ocho folios de pape
timbrado exclusivo para documentos notariales, serie 2R.
números: 5.826.909, 5.826.910, 5.826.911, 5.826.912
5.826.913, 5.826.914, 5.826.915 y el del presente, a la qu
añado otro folio de igual serie que los anteriores, número
5.828.124, que signo, firmo, rubrico y sello, en Pozuelo d
Alarcon, el mismo día de su otorgamiento, DOY FE.-

NOTARIA DE DON NICOLAS FERRERO · POZUELO DE ALARCON
NIHIL PRIUS FIDE

PAPEL EXCLUSIVO PARA DOCUMENTOS NOTARIALES

TIMBRE DEL ESTADO

25 PTA

VEINTICINCO PESETAS

2R5828124

NOTARIA DE DON NICOLAS FERRERO LOPEZ · NIHIL PRIUS FIDE · POZUELO DE ALARCON

REGISTRO MERCANTIL DE MADRID

P.º de la Castellana, 44 - 28046 MADRID

EL REGISTRO MERCANTIL que suscribe previo examen y calificación del documento precedente de conformidad con los artículos 18-2 del Código de Comercio y 6 del Reglamento del Registro Mercantil, ha procedido a su inscripción en el:

TOMO : 11.284 LIBRO : 0 FOLIO : 58

SECCION: 8 HOJA : M-177378

INSCRIPCION : 26

DOCUMENTO PRESENTADO	1.999/01 1.282
DIARIO	842
ASIENTO	1.095

Madrid, 27 de ENERO de 1.999

BASE: SIN CUANTIA 31,85 EUROS

HNOS S/M: CINCO MIL TRESCIENTAS

EL REGISTRADOR,

El presente folio es el [illegible] de la escritura otorgada ante D./Dª Nicolás Ferrero López Notario/a de Pozuelo de Alarcón 18 Diciembre 1998 con el número 4.328 de orden de Protocolo.

Apostille (o legalización única)
(Convention de La Haya du 5 octobre 1961)
(Real Decreto 2433/1978, de 2 de octubre)

1. País: *España*

El presente documento público

2. Ha sido firmado por D. Nicolás Ferrero López

3. Actuando en calidad de *NOTARIO*

4. Se halla sellado/timbrado con *el de su Notaría*

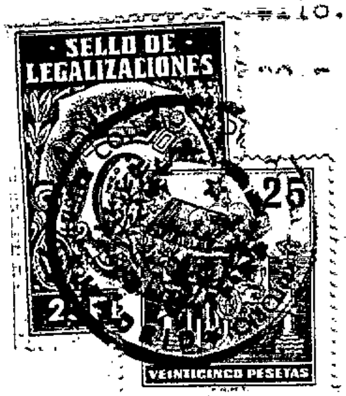
CERTIFICADO

5. En Madrid 6. El 2 Febrero 1999

7. Por el Decano del Colegio Notarial de Madrid

8. Con el número 209.391

9. Sello/timbre: 10. Firma:



D. Carlos Ruiz-Rivas Hernando
Miembro de la Junta Directiva en Funciones de Decano

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