



THE UNITED STATES CORPORATION COMPANY

F99000004789

ACCOUNT NO. : 072100000032

REFERENCE : 372347 4303829

AUTHORIZATION :

COST LIMIT : \$ 87.50

99 SEP 16 9 51 AM ID: 118
DIVISION OF CORPORATIONS
SECRETARY OF STATE

ORDER DATE : September 13, 1999

ORDER TIME : 9:50 AM

ORDER NO. : 372347-020

CUSTOMER NO: 4303829

CUSTOMER: Ms. Ngozi Ezeji
Shaw, Pittman, Potts &
2300 N Street, N.W.

500002989385-1

Washington, DC 20037

FOREIGN FILINGS

NAME: CARS-DBSPE4, INC.

W BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

9/16/99
RECEIVED
99 SEP 16 PM 4:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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.

FILED IN STATE SECRETARY OF CORPORATIONS DIVISION SEP 16 AM 10:48

- 1. CARS-DBSPE4, 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. 54-1917713 (FEI number, if applicable)
4. November 4, 1998 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. N/A (Upon approval of this application) (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1420 Spring Hill Road, Suite 525, McLean, Virginia 22102 (Current mailing address)

8. See attachment 'A' (Purpose(s) of corporation authorized in home state or country to be carried out in 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.

Corporation Service Company
By: [Signature] (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) see 'rider'

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Director : Thomas D. Eckert

Address: 1420 Spring Hill Road, Suite 525, McLean, Virginia 22102

Director: John M. Weaver

Address: 1420 Spring Hill Road, Suite 525, McLean, Virginia 22102

Director: Mark A. Ferrucci

Address: 1209 Orange Street, Wilmington, Delaware 19801

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

President: See attached officers/directors rider

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

14. John M. Weaver Vice President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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ATTACHMENT 'A'

PURPOSE

The nature of the business, or objects or purposes to be transacted, promoted or carried on are limited solely to:

1. Acting as, and exercising all of the authority of, the general partner of CARS-DB4, L.P. (hereinafter called the "partnership"), and
2. Engage in any other lawful activity for which corporations may be organized under the General Corporation Laws of the State of Florida that is incidental, necessary, or appropriate to accomplish the foregoing.

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Rider

Officers and Directors

President and Chief Executive Officer Director	-	Thomas D. Eckert 1420 Springhill Road, Suite 525 McLean, Virginia 22102
Vice President and Chief Financial Officer	-	David S. Kay 1420 Springhill Road, Suite 525 McLean, Virginia 22102
Vice President and Treasurer	-	Peter C. Staaf 1420 Springhill Road, Suite 525 McLean, Virginia 22102
Vice President, General Counsel, Secretary and Director	-	John M. Weaver 1420 Springhill Road, Suite 525 McLean, Virginia 22102
Director	-	Mark A. Ferrucci 1209 Orange Street Wilmington, Delaware 19801

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DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

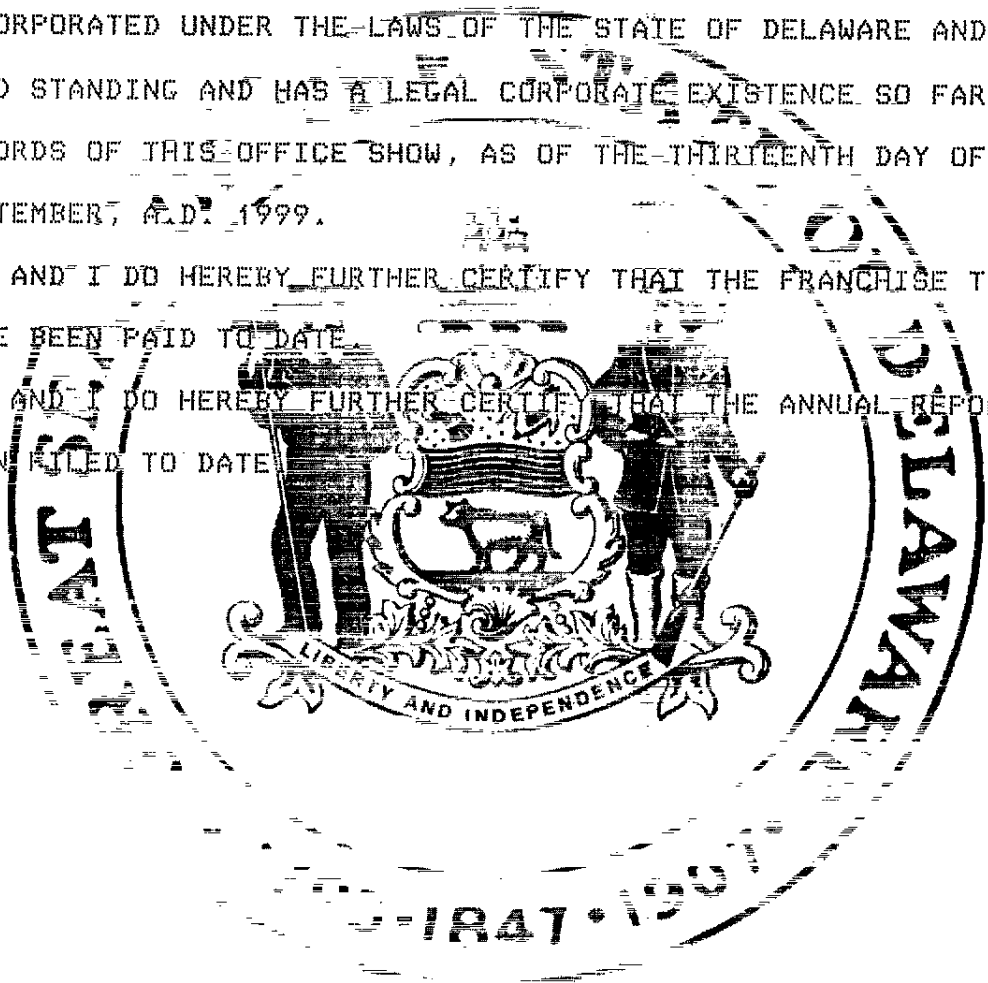
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARS-DBSPE4, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2963258 8300

DATE: 9966623

9913812A7

09-17-99