

Document Number Only

F99000004962

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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

300002996893-1-7

-09/27/99-01002-010

*****70.00 *****70.00

CORPORATION(S) NAME

STAR MEDIA MOBILE (USA), Inc

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☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ LLC

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fic. Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

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Name
Availability

Document
Examiner

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Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copies
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Jeffrey Butterfield

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DEPT. OF REVENUE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 27, 1999

C T COPRORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: STARMEDIA MOBLE (USA), INC.
Ref. Number: W99000022212

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Wack-up
pick-up

We have received your document for STARMEDIA MOBLE (USA), INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

In addition to the application, we must have a CERTIFICATE OF EXISTENCE from the Secretary of State of Delaware. R

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 899A00047045

ATTN

Fr: Jeffrey B.

Please Buck DATE
To SEPT. 24th
THANKS

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99 SEP 27 PM 1:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: STARMEDIA MOBILE (USA), INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jean Albert
(Name of Person)
Hughes Hubbard & Reed LLP
(Firm/Company)
One Battery Park Plaza
(Address)
New York, New York 10004-1482
(City/State/Zip)

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

Jean Albert at (212) 837-6659
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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.

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1. STARMEDIA MOBILE (USA), 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. Pending Application
(FEI number, if applicable)
4. September 22, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Jack Chen c/o StarMedia Network, Inc.
29 West 36th Street - 3rd Floor - New York, New York 10018
(Current mailing address)
8. Any activity permitted by law
(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: CT CORPORATION SYSTEM
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(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: Jack ChenAddress: c/o StarMedia Network, Inc.29 West 36th Street - 3rd Floor, New York, New York 10018

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Jack ChenAddress: c/o StarMedia Network, Inc.29 West 36th Street - 3rd Floor, New York, New York 10018

Vice President: _____

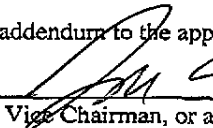
Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Jack Chen - President and Secretary
(Typed or printed name and capacity of person signing application)RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 24 10 33 AM '99

STARMEDIA MOBILE (USA), INC.

Written Consent of the Board of Directors

The undersigned, being the sole director of StarMedia Mobile (USA), Inc., a Delaware corporation (the "Corporation"), hereby approves and adopts the following resolutions by written consent.

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Organization of the Corporation

RESOLVED, that all actions of the incorporator of the Corporation taken in connection with the incorporation of the Corporation and appointing directors of the Corporation, be and hereby are in all respect approved, ratified and confirmed; and further

RESOLVED, that the officers of the Corporation, be and each hereby is authorized to pay all fees and expenses incident to the organization of the Corporation.

Election of Officers

RESOLVED, that the person whose name is set forth below is elected to the offices set forth opposite his name, to hold office until the election and qualification of successors or until his earlier resignation or removal:

President	Jack Chen
Secretary	Jack Chen

Issuance of Shares

RESOLVED, that the Corporation issue to StarMedia Network, Inc., 100 shares of the Corporation's common stock, par value \$0.001 per share, upon payment to the Corporation of an aggregate consideration of US \$1.00 and that such shares, when so issued, be and hereby are declared to be fully paid and nonassessable; and further

Fiscal Year

RESOLVED, that the fiscal year of the Corporation shall end on December 31 of each year.

Bank Resolutions

RESOLVED, that the officers of the Corporation be and each hereby is authorized to open accounts for the Corporation with such bank or banks as they deem necessary or desirable; and further

RESOLVED, that this Board of Directors hereby adopts any resolutions pertaining to said accounts in the form prescribed by said bank or banks (with such modifications to any such form as the President of the Corporation shall deem appropriate), with the same effect as though set forth herein in full (such resolutions to be certified by the Secretary or any Assistant Secretary of the Corporation and copies thereof to be sent to be filed in the records of the Corporation with this Consent and furnished to the Board at its next meeting).

Qualification as a Foreign Corporation

RESOLVED, that the officers of the Corporation be and each hereby is authorized to take all such action as may be necessary or desirable to qualify the Corporation to do business as a foreign corporation in the State of Florida and in any other jurisdiction where, with the advice of counsel, it is determined that such qualification is necessary or desirable; and further

RESOLVED, that this Board of Directors hereby adopts any resolutions required by state authorities in connection with any such qualification in the form prescribed by such authorities (with such modification to any such form as the President of the

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Corporation shall deem appropriate), with the same effect as though set forth herein in full (such resolutions to be certified by the Secretary of the Corporation).

Other Action

RESOLVED, that the officers of the Corporation be and each hereby is authorized to execute all such documents and perform all such other acts as they may deem necessary or desirable in order to carry out the full intent and purposes of the foregoing resolutions adopted by this Consent.

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IN WITNESS WHEREOF, the undersigned, being the sole director of the Corporation, has executed this Consent on the 23rd day of September, 1999



Jack Chen

State of Delaware
Office of the Secretary of State

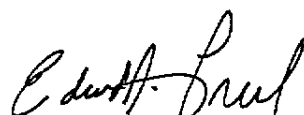
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STARMEDIA MOBILE (USA), 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 TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9986190
DATE: 09-23-99