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April 12, 2000

Buck Kohr
Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

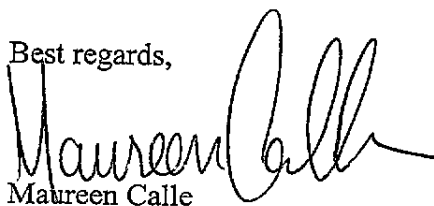
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Dear Mr. Kohr:

I would like to register Sky Entertainment Programming Latin America, LLC, a foreign limited liability company, to transact business in Florida. Enclosed please find a check in the amount of \$160.00 to cover the filing fee, designation of a registered agents, a certified copy and a certificate of status. In addition, I have enclosed an original certificate of existence as well as the application pursuant to §608.503. Please forward any documentation or correspondence to 14750 NW 77th Court, Suite 220, Miami Lakes, Florida 33016. Please feel free to contact me if you require any additional information at (305) 816-5026.

Thank you very much for your assistance in the matter.

Best regards,


Maureen Calle

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE
OF FLORIDA:

1. Sky Entertainment Programming Latin America, LLC.
(Name of the limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited
liability company is organized)

3. n/a
(FEI number, if applicable)

4. March 19, 1997 5. Perpetual

6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)

7. 14750 NW 77th Court, Suite 220
Miami Lakes, FL 33016
(Street address of principal office)

8. If limited liability company is manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

Sky Latin America, LLC
14750 NW 77th Court, Suite 220
Miami Lakes, FL 33016
(Street address of principal office)

10. Attached is an original certificate of existence, no than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translation must be submitted.)

11. Name of business or purposes to be conducted or promoted in Florida: All lawful purposes.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS:

Chairman: Vicente Diego
c/o Sky Latin America
14750 NW 77th Court, Suite 220, Miami Lakes, FL 33016

Vice Chairman: David Torkington
c/o Sky Latin America
14750 NW 77th Court, Suite 220, Miami Lakes, FL 33016

Director: Walter Sammis
c/o Sky Latin America
14750 NW 77th Court, Suite 220, Miami Lakes, FL 33016

Director: Carolina Lightcap
c/o Sky Latin America
14750 NW 77th Court, Suite 220, Miami Lakes, FL 33016

Director: Vicki Kroviak
c/o Sky Latin America
14750 NW 77th Court, Suite 220, Miami Lakes, FL 33016

B. OFFICERS:

President: Vicente Diego
c/o Sky Latin America
14750 NW 77th Court, Suite 220, Miami Lakes, FL 33016

Vice President
& Secretary: David Torkington
c/o Sky Latin America
14750 NW 77th Court, Suite 220, Miami Lakes, FL 33016

Vice President: Walter Sammis
c/o Sky Latin America
14750 NW 77th Court, Suite 220, Miami Lakes, FL 33016

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 other officer listed in number 12 of the application)

14. _____
(Type or printed name and capacity of person signing application)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS IF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT
DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is:
2. The name and the Florida street address if the registered agent and office are:

Corporation Service Company

120 Hays Street

Tallahassee, Florida 32301

Having been named as registered agent and to accept service for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

(Signature)


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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 "SKY ENTERTAINMENT PROGRAMMING LATIN AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 0344058
03-28-00