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COMMUNICATIONS

February 21, 2001

VIA CERTIFIED MAIL

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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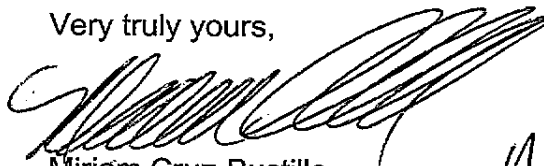
Re: HBO Latin America Advertising Services, L.L.C.

Dear Sirs:

Enclosed please find the original Application By Foreign Limited Liability Company For Authorization To Transact Business In Florida, the original Certificate of Good Standing issued by the Delaware Secretary of State and a check in the amount of \$160.00.

Please return the Certified Copy and the Certificate of Status to me using the envelope provided.

Very truly yours,



Miriam Cruz-Bustillo
Senior Counsel

MCB/df
enc.

MO1-428
CR

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

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

1. HBO Latin America Advertising Services, L.L.C.
(Name of foreign limited liability company)

2. Delaware 3. 22-3772128
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 21, 2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. January 2, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 5201 Blue Lagoon Drive, Suite 270
Miami, Florida 33126
(Street address of principal office)

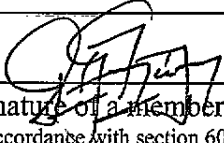
8. If limited liability company is a manager-managed company, check here ☐

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

Member: TWE Latin America Holdings, L.L.C.
HBO Building, 1100 Avenue of The Americas, NY, NY 10036
Member: Ole Channels, LLC
c/o 5201 Blue Lagoon Drive, Suite 270, Miami, FL 33126

10. Attached is an original certificate of existence, no more 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 translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any lawful business
in which limited liability companies can engage.



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jorge A. Gonzalez, Vice-President and Assistant Secretary
Typed or printed name of signee

FILED
11 FEB 23 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

1. The name of the Limited Liability Company is:

HBO Latin America Advertising Services, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Arazoza & Fernandez-Fraga, P.A.

(Name)

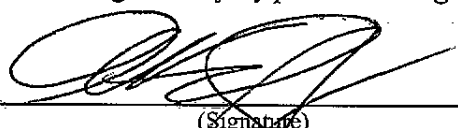
2100 Salzedo Street - Suite 300

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Coral Gables, FL 33132

City/State/Zip

Having been named as registered agent and to accept service of process 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)
Adelaida Fernandez-Fraga

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED
11 FEB 23 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HBO LATIN AMERICA ADVERTISING SERVICES, L.L.C." 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 THIRTEENTH DAY OF FEBRUARY, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0970790

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DATE: 02-13-01