



M010000001801

ACCOUNT NO. : 072100000032

REFERENCE : 399979 4323887

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 125.00

ORDER DATE : August 7, 2001

ORDER TIME : 2:54 PM

ORDER NO. : 399979-070

CUSTOMER NO: 4323887

CUSTOMER: Ms. Joyce Irvine
Bellsouth Corporation
1800 Campanile
1155 Peachtree Street, Ne.
Atlanta, GA 30309-3610

300004525333-10

FOREIGN FILINGS

NAME: BELLSOUTH *Entertainment, LLC*

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

JP
8/10/01

NOT INCLUDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 AUG - 8 PM 3: 59

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

01 AUG - 8 AM 9: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

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

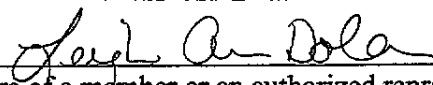
IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BellSouth Entertainment, LLC
(Name of foreign limited liability company)
2. Georgia 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 7-2-2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 7-2-2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Suite 414, 1100 Abernathy Road
Atlanta, Georgia 30328
(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~~ managers are as follows:
- William L. Smith, 675 W. Peachtree Street, Atlanta, Georgia 30375
- R. M. Dykes, 1155 Peachtree Street, Atlanta, Georgia 30309-3610
- Donald R. Granger, 1100 Abernathy Road, Atlanta, Georgia 30328

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: Provides management and employee services to BellSouth's video services group.



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.)
Leigh Ann Dolan

Typed or printed name of signee

APPROVED AND FILED
 01 AUG -8 AM 9:05
 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:

BellSouth Entertainment, LLC

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

The Prentice Hall Corporation System, Inc.
(Name)

1201 Hays Street

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

Tallahassee

FL

32301

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG -8 AM 9:05

APPROVED
AND
FILED

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..

Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. Secretary

Asst. Secretary
Deborah D. Skipper
\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0129911
DATE INC/AUTH/FILED: 07/02/2001
JURISDICTION : GEORGIA
PRINT DATE : 08/08/2001
FORM NUMBER : 211

CORPORATION SERVICE COMPANY
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301

APPROVE
AND
FILED
01 AUG -8 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FL ORA

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

BELLSOUTH ENTERTAINMENT, LLC
A GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20010808182915375



BellSouth Entertainment
500 Northpark Town Center
1100 Abernathy Road, N.E., Suite 414
Atlanta, GA 30328

July 3, 2001

Secretary of State
Annual Reports Filings - Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500

Re: BellSouth Entertainment, LLC/Consent to Use of Name

Dear Sir or Madam:

Please be advised that BellSouth Entertainment, Inc., a Georgia corporation qualified to transact business in Florida, elected to become a Georgia limited liability company under Section 14-2-212 of the Georgia Limited Liability Company Act as of July 2, 2001. As a result, BellSouth Entertainment, Inc. has no objection to the use of the name BellSouth Entertainment, LLC by its successor in Florida and hereby provides consent to its successor to the use of the name BellSouth Entertainment, LLC in the State of Florida.

Very truly yours,

BELLSOUTH ENTERTAINMENT, INC.

David M. Falgoust
Vice President – Public Policy
and Law and Secretary

APPROVED
AND
FILED
01 AUG -8 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA