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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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2007 JUN 19 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WorldSpace, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Walter Groteke

(Name of Person)

WorldSpace, LLC

(Firm/Company)

3568 Landmark Trail

(Address)

Palm Harbor, FL 34684

(City/State and Zip Code)

For further information concerning this matter, please call:

Lisa Gallagher

(Name of Person)

at (408) 6561023

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☒ \$155.00 Filing Fee & Certified Copy ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

May 31, 2007

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

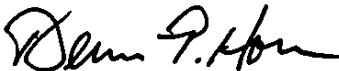
Dear Sir/Madam,

I am respectfully submitting this application for registration in the state of Florida for WorldSpace, LLC.

I hope I have enclosed all the required documents. If you have any questions or need additional information, please contact me immediately at 321-262-9278. This is my cell phone and I can be reached 24/7.

Thank you for your assistance!

Sincerely,

A handwritten signature in black ink, appearing to read "Dennis P. Horn".

Dennis P. Horn, CPA
Chief Financial Officer
WorldSpace, LLC
3568 Landmark Trail
Palm Harbor, FL 34684
321-262-9278



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 5, 2007

DENNIS P. HORN CPA
3568 LANDMARK TRAIL
PALM HARBOR, FL 34684

SUBJECT: WORLDSPACE, LLC
Ref. Number: W07000026779

We have received your document for WORLDSPACE, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the complete principal's office address.

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) 245-6967.

Leslie Sellers
Document Specialist

Letter Number: 007A00038435



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 5, 2007

DENNIS P. HORN CPA
3568 LANDMARK TRAIL
PALM HARBOR, FL 34684

SUBJECT: WORLDSPACE, LLC
Ref. Number: W07000026779

We have received your document for WORLDSPACE, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the complete principal's office address. *please see line 7 is completed*

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) 245-6967.

Leslie Sellers
Document Specialist

Letter Number: 007A00038435

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. WorldSpace, LLC

(Name of Foreign Limited Liability Company)

2. Nevada

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

3. 45-0540678

(FEI number, if applicable)

4. 7/4/2006

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to
exist or "perpetual")

6. 4/1/07

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. ~~the~~ 3568 LANDMARK TRAIL

PALM HARBOR, FL 34684

(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:

Martin Lettunich, 233 Oak Meadow Drive, Los Gatos, CA 95023

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: _____

develop and commercialize computer technology

Walter R Groteke

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.)

Martin Lettunich

WALTER R GROTEKE

Typed or printed name of signee

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2007 JUN 19 PM 1:08
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:

WorldSpace, LLC

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

Walter Groteke

(Name)

3568 Landmark Trail, N

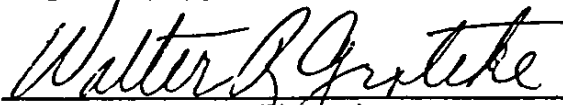
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Palm Harbor

FL 34684

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, Florida Statutes.


(Signature)

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

2007 JUN 19 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SECRETARY OF STATE




CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **WORLDSPACE, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 14, 2006. and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on May 24, 2007.




ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20070524-1095
You may verify this electronic certificate
online at <http://secretaryofstate.biz/>

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2007 JUN 19 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA