



THE UNITED STATES
CORPORATION
COMPANY

M970000000068

ACCOUNT NO. : 0721000000032

REFERENCE : 258217 4804827

AUTHORIZATION : Patricia Pyszt

COST LIMIT : ~~8500.00~~

ORDER DATE : February 12, 1997

140.00

ORDER TIME : 10:27 AM

ORDER NO. : 258217-005

900002092269--7

CUSTOMER NO: 4804827

CUSTOMER: Ms. Carol Prushan
Squadron Ellenoff Plesent &
C/o M.j. Weinstein
551 Fifth Avenue
New York, NY 10176

FOREIGN FILINGS

NAME: SKY ENTERTAINMENT SERVICES
LATIN AMERICA, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 19 PM 4:02

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Michael E. Klunk

BK
2/14/97

**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 Services Latin America, LLC
(Name of foreign limited liability company must end with the word "limited company" or their abbreviation "L.C." if not so contained in the name at present)
2. Delaware 3. n/a
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. February 7, 1997 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155.F.S.))
7. 2121 Avenue of the Stars, Suite 2060
Los Angeles, CA 90067
(Street address of principal office)
8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

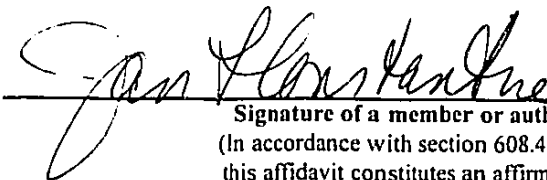
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NAME & ADDRESS	TITLE	NAME & ADDRESS	TITLE
SESLA, INC. 2121 Avenue of the Stars, Suite 2060 Los Angeles, CA 90067	MEMBER		

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Sky Entertainment Services Latin America, LLC deposes and says:

1. ~~the above named limited liability company has at least two members.~~
2. the total amount of cash contributed by the member(s) is \$ 0.
3. if any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereto.
4. the total amount of cash or property anticipated to be contributed by member(s) is \$ 0. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**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 IN DESIGNING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Sky Entertainment Services Latin America, LLC

2. The name and address of the registered agent and office is:

Corporation Service Company
(Name)

1201 Hays Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, Florida 32301
(City/State/Zip)

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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.

Gail Shelly, as agent (GAIL SHELLEY) 2-19-97
(Signature) (Date)

Filing Fee: \$35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SKY ENTERTAINMENT SERVICES 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 TWELFTH DAY OF FEBRUARY, A.D. 1997.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

02-12-97