

Document Number Only

M97000000202

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

91 APR 17 PM 2:46
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FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

00000000000000000000
-04/22/97-01026-020
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South Florida Transporter Services, LLC

- | | | |
|---------------------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
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Verifier
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W.F. Verifier

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4-17-97

M

4/17/97

J. TAX _____
FILING _____ 105.00
R. AGENT FEE _____ 35.00
C. COPY _____
TOTAL _____ 140.00
N. BANK _____
BALANCE DUE _____
REFUND _____

CR2E031 (1-89)

**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:

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1. South Florida Transponder Services, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. October 4, 1996
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon acceptance of filing
(Date first transacted business in Florida.)
7. 7291 Northwest 74th Street
Medley, Florida 33166
(Street address of principal office)
8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

See Exhibit A

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

Response to Question #10

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10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

Name MGR
David Sprechman

Address
Hero Productions, Inc.
7291 Northwest 74th Street
Medley, Florida 33166

Robert Behar MGR

Hero Productions, Inc.
7291 Northwest 74th Street
Medley, Florida 33166

Daniel Sawicki MGR

Hero Productions, Inc.
7291 Northwest 74th Street
Medley, Florida 33166

W. Gary McBride MGR

GEMS International Television
10360 USA Today Way
Miramar, Florida 33025

Jose E. Franchi MGR

GEMS International Television
10360 USA Today Way
Miramar, Florida 33025

(Date)

(Signature of a Member or Authorized
Representative of a member)

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

C T Corporation System

By:

Charlie F. Shanpang
(Signature)

4.16.97

(Date)

Charlie F. Shanpang
(Type Name of Officer)

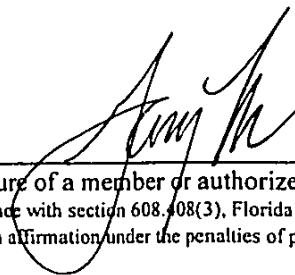
Asst. Secretary
(Title of Officer)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

South Florida Transponder Services, L.L.C. 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 \$ 20.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0.00 . 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
\$ 20.00 . 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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CLERK OF CIRCUIT COURT
97 APR 17 PM 2:46
SOUTH FLORIDA TRANSPOSER SERVICES

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

1. The name of the limited liability company is:_____

South Florida Transponder Services, L.L.C.

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

CT CORPORATION SYSTEM

(Name)

c/o CT CORPORATION, 1200 South Pine Island Road,

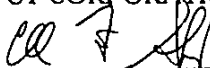
(P.O. Box not acceptable)

Plantation, Florida 33324

(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.

CT CORPORATION SYSTEM



(Signature)

4-16-97

(Date)

Charlie F. Shampang

(Title)

Asst. Secretary

FILING FEE: \$35 for Designation of Registered Agent

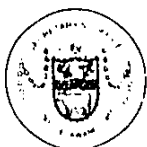
State of Delaware
Office of the Secretary of State

PAGE 1

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OFFICE OF THE SECRETARY OF STATE
DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH FLORIDA TRANSPONDER 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 SIXTEENTH DAY OF APRIL, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

8423291

04-16-97