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 W. P. Vermyer

NLC:srw
Enc.
#51640

**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. Cheetah Communications, 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. California
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 33-0741216
(FEI number, if applicable)
4. 1/31/97
(Date of Organization)
5. 12/31/2030
(Duration: Year limited liability company will cease to exist or "perpetual")
6. will commence when authorization is received.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 9800 Muirlands
Irvine, CA 92618
(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)

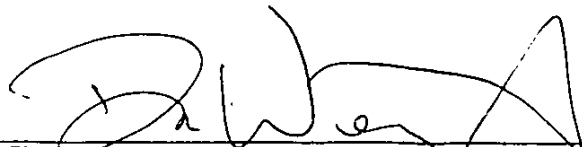
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
David J. Wiegand	President		
9800 Muirlands	MGRM		
Irvine, CA 92618			
Maria Wiegand	Secretary		
9800 Muirlands	MGRM		
Irvine, CA 92618			

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 1700 BANKERS BUILDING
 TALLAHASSEE, FL 32399-0001
 TEL: 904-488-2000
 FAX: 904-488-2001

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

The undersigned member or authorized representative of a member of Cheetah Communications,
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 \$ 200,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ _____
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ _____



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.)

Filing Fee: \$250.00 for Application and Affidavit

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Cheetah Communications, L.L.C.

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation, FL 33324

(City/State/Zip)

F.D.U.
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.

Barbara A. Burke

(Signature)

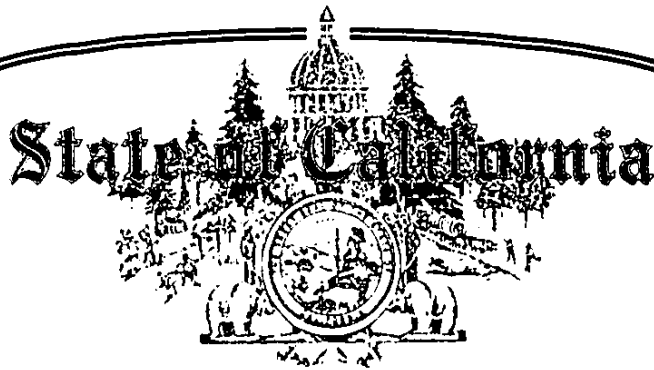
BARBARA A. BURKE

SPECIAL ASSISTANT SECRETARY

6-17-97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent



SECRETARY OF STATE

**CERTIFICATE OF STATUS
CALIFORNIA LIMITED LIABILITY COMPANY**

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 31st day of January, 1997
CHEETAH COMMUNICATIONS, LLC

became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
30th day of April, 1997

Bill Jones
Secretary of State