



MR 700 000 0468

ACCOUNT NO. : 072100000032

REFERENCE : 472304 4303690

AUTHORIZATION

*Patricia Page*

COST LIMIT : \$ ~~70.00~~

ORDER DATE : July 23, 1997

*\$ 285.00*

ORDER TIME : 9:48 AM

ORDER NO. : 472304-075

CUSTOMER NO: 4303690

200002254622--8

CUSTOMER: Ms. Katherine F. Beckes  
Sherman & Howard  
633 17th St.  
Suite 2400  
Denver, CO 80202

FOREIGN FILINGS

NAME: STARZ MOVIES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG -1 PM 1:55

*BK*  
*8/1/97*

97 AUG -1 PM 10:44  
RECORDED

**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. Starz Movies LLC  
(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. Colorado  
(Jurisdiction under the law of which foreign limited liability  
company is organized)
3. 84-1264037  
(FEI number, if applicable)
4. 07/07/97  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist  
or "perpetual")
6. July 7, 1997  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5445 DTC Parkway, Suite 600  
Englewood, CO 80111  
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will  
manage the foreign limited liability company in Florida: (attach additional page if necessary)

MGR Encore Media Corporation

5445 DTC Parkway, Suite 600

Englewood, CO 80111

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

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27 AUG - 1 PM 1:55

The undersigned member or authorized representative of a member of \_\_\_\_\_  
**STARZ MOVIES LLC** deposes and says:

- 1) the above named limited liability company has at least ~~two members~~ one member.
- 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  
\$ 260,000,000. A description of the property is attached and made a part hereto.  
**Intercompany receivable and accrued content fee.**
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 260,000,000. This total includes amounts from 2 and 3 above.

**ENCORE MEDIA CORPORATION**

By: \_\_\_\_\_

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.)

Title: SENIOR VICE PRESIDENT

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: STARZ MOVIES LLC

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

The Prentice-Hall Corporation System, Inc.  
(Name)

1201 Hays Street, Suite 105  
(P.O. 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.*

By: Deborah H. Shipper  
(Signature)

8-1-97  
(Date)



# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

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DIVISION OF CORPORATIONS  
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I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF  
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

STARZ MOVIES LLC  
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19971107128 WAS FILED IN THIS OFFICE ON July 07, 1997  
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE  
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD  
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS  
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: July 15, 1997

*Victoria Buckley*

SECRETARY OF STATE