

Produced Pursuant to Court Order  
**M98000000267**

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

Starpower Communications, L.L.C.

300002463753-7  
-03/20/98-01088-004  
\*\*\*\*285.00 \*\*\*\*285.00

- FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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CORPORATION
- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Profit                           | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                 |
| <input type="checkbox"/> NonProfit                        | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input checked="" type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input checked="" type="checkbox"/> Foreign               | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of P.A.         |
| <input type="checkbox"/> Limited Partnership              | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement                    | <input type="checkbox"/> CUS                    |   |
| <input type="checkbox"/> Certified Copy                   | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> After 4:30             |
| <input type="checkbox"/> Call if Problem                  | <input checked="" type="radio"/> Walk In        | <input checked="" type="radio"/> Pick Up        |
| <input type="checkbox"/> Will Wait                        | <input type="checkbox"/> Mail Out               |   |
- MAR 20 1998

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Thanks,  
Jeff

# 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. Starpower 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. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for  
(FEI number, if applicable)
4. October 28, 1997  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon Registration  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. Corporation Trust Center  
1209 Orange St., Wilmington, DE 19801  
(Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.  
(attach additional page if necessary)


NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Michael J. Mahoney</u>	<u>MGR</u>	<u>John D. McCallum</u>	<u>MGR</u>
<u>105 Carnegie Center</u>		<u>Suite 900</u>	
<u>Princeton, NJ 08540</u>		<u>1801 K. Street, N.W.</u>	
		<u>Washington, D.C. 20006-1301</u>	

**Filing Fee: \$ 52.50 for Application**

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

The undersigned member or authorized representative of a member of Starpower  
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 \$ 25,000,000.
- 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  
\$ 25,000,000. 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.)

John D. Filipowicz  
Authorized Agent

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**Filing Fee: \$52.50 for Affidavit**

**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: Starpower Communications, L.L.C.

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

C T CORPORATION SYSTEM  
(Name)  
c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road  
(P.O. Box not acceptable)  
Plantation, FL 33324  
(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.*

C T CORPORATION SYSTEM

By: Ann J. Williams

(Signature)

3.19.98

(Date)

**ANN J. WILLIAMS**  
Assistant Vice President

**FILING FEE: \$ 35 for Designation of Registered Agent**


Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STARPOWER COMMUNICATIONS, 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 THIRTEENTH DAY OF MARCH, A.D. 1998.

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



  
Edward J. Freel, Secretary of State

AUTHENTICATION:

2813635 8300

DATE:

8970960

981097998

03-13-98