M98000000267

660 EAST JEFFERSON STREET		
Requestor's Name TALIAHASSEE, FI 32301		
Address 222-	1092	
City State Zip	Phone	
CORPORATION	(S) NAME	
Starpower Counc	LNICATIONS, L.L.C. 31	000024637537 -03/20/9801088004 ****285.00 *****285.00
	,	
() Profit () NonProfit	() Amendment	SEGRETARY VISION OF CO 98 HAR 20 () Merger
Limited Liability Co. (X) Foreign	() Dissolution/Withdrawal	() Mark 글 콩유단
() Limited Partnership () Reinstatement	() Annual Report () Reservation	() Other () Change of R.A. () Fictitious Name Filing
() Certified Copy	() Photo Copies	() CUS IS OF THE
() Call When Ready Walk in () Mail Out	() Call if Problem () Will Wait	After 4930 CE IV E D Pick Uporporation
Name Availability 3	MAR 2 0 1998	RATION
Updater Updater	,	Thanks, Jeff
Verifier Acknowledgment		
W.P. Verifier	· - ·	

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:

1.	Starpower Communication (Name of foreign limited liability con "L.C." if not so contained in the name	npany must end	l with the w	ords "limited company" or	their abbreviation
2.	Delaware (Jurisdiction under the law of which company is organized)	foreign limited	iability	3. Aprilical 46 c (FEI number, if a	applicable)
4.	October 28, 1997 (Date of Organization)	(Di	erpetua ıration: Yea r"perpetual	r limited liability company	will cease to exist
	Upon Registration (Date first transacted business in FI				FILE SECRETARY SECRETARY 98 MAR 20
7.	Corporation Trust Center 1209 Orange St., Wilmingto (Street address))1		D STATE OF STATE ARPORATIONS
8	. List and indicate in title space member [MGRM] or manager (attach additional page if necessary)	provided the [MGR]. It is i	name, tit not neces	le, and business addressary to list members.	ess of each managing
	NAME & ADDRESS:	TITLE:	N	AME & ADDRESS:	TITLE:
	Michael J. Mahoney	MGR.	· Jol	ın D. McCallum	M6R
	105 Carnegie Center		Sui	te 900	
	Princeton, NJ 08540		180	1 K.Street, N.W.	
				shington, D.C. 2000	<u>06-1</u> 301
					
			_		
					

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.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.
 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 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.
John D. Filipowicz 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: \$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.I.C.		
2. Th	e name and address of the registered agent and office is: C T CORPORATION SYSTEM	DIVISION OF	CFCR!
	(Name)	R20	
	c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road (P.O. Box not acceptable)	ORPOR	Y OF SI
	Plantation, FL 33324 (City/State/Zip)	ATTORS	AIE

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: 3 19.98 (Signature) (Date)

ANN J. WILLIAMS
Assistant Vice President

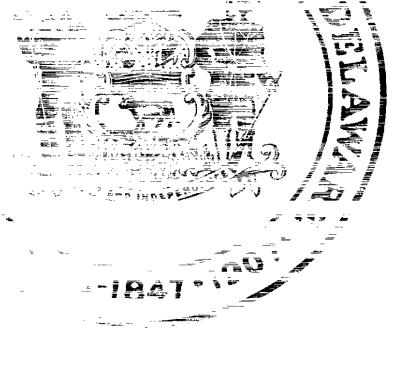
FILING FEE: \$35 for Designation of Registered Agent

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State of Delaware Office of the Secretary of State

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

03-13-98