



MA 99 0000000148

ACCOUNT NO. : 072100000032

REFERENCE : 104085 4392002

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 285.00

ORDER DATE : January 19, 1999

ORDER TIME : 4:05 PM

100002759651--8

ORDER NO. : 104085-010

CUSTOMER NO: 4392002

CUSTOMER: Tom Dabney, Esq
America Online Inc.
22000 Aol Way

Dulles, VA 20166-9323

FILED
99 JAN 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: AOL LATIN AMERICA MANAGEMENT
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

MA 99-THH8

Name	2-2-B
Availability	
Document Examiner	
Update	
Update Verify	
Acknowledgement	
W. P. Vermyer	

CONTACT PERSON: Tamara Odom

DIVISION OF CORPORATION

99 JAN 29 PM 4:43

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 1, 1999

TAMARA ODOM
CSC

SUBJECT: AOL LATIN AMERICA MANAGEMENT LLC
Ref. Number: W99000002448

RESUBMIT

Please give original
submission date as file date.

*Please backdate
to 1-29-99.
Thank you.*

We have received your document for AOL LATIN AMERICA MANAGEMENT LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the complete principal's office address. This address must be a street address; a post office box is not acceptable.

The entity's date of incorporation/organization must be listed in the document.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 099A00004219

FILED
99 JAN 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. AOL LATIN AMERICA MANAGEMENT LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 98-0198401
(FEI number, if applicable)
4. January 19, 1999
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. MARCH 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 22000 AOL Way, Dulles, VA 20166-9323
(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:
<u>JOHN L. DAVIES</u>	<u>Manager</u>	<u>22000 AOL WAY</u>	
<u></u>		<u>DULLES, VA 20166-9323</u>	
<u>MARK MINKIN</u>	<u>Manager</u>	<u>22000 AOL WAY</u>	
<u></u>		<u>DULLES, VA 20166-9323</u>	
<u>STEVEN L. BUNDEL</u>	<u>Manager</u>	<u>22000 AOL WAY</u>	
<u></u>		<u>DULLES, VA 20166-9323</u>	
<u>EDUARDO HAUSER</u>	<u>Manager</u>	<u>22000 AOL WAY</u>	
<u></u>		<u>DULLES, VA 20166-9323</u>	

FILED
99 JAN 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of AOL LATIN AMERICA

MANAGEMENT LLC

certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$ 10,000 ;

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.)

and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is

\$ 10,000 .

(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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 L. DAVIES

Typed or printed name of signee

FILED
99 JAN 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

AOL LATIN AMERICA MANAGEMENT LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

FILED
99 JAN 29 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: 

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AOL LATIN AMERICA MANAGEMENT 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 TWENTY-FIRST DAY OF JANUARY, A.D. 1999.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2994928 8300

991023622

AUTHENTICATION:

9534026

DATE:

01-21-99