

Document Number Only

m 990000000555

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002835195--0

-04/12/99--01002--006

****285.00 ****285.00

FILED

99 APR 14 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

99 APR -9 PM 3:15

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name	419199
Availability	dec
Document Examiner	dec
Updater	dec
Verifier	dec
Acknowledgment	dec
W.P. Verifier	dec

Please Return Extra Copy(s)
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Thanks, Melanie ☺

APR 19

Please file today.

Please, Please call me if

money is wrong--

CR2E031 (1-89)

w 990000008546

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 9, 1999

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: GALAXY LATIN AMERICA, LLC
Ref. Number: W99000008546

We have received your document for GALAXY LATIN AMERICA, 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):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3,581.25.

Line 4 of the affidavit must have an amount in it. You can put \$0 and remove the statement "In accordance with the needs of the business". You can file a supplemental affidavit when you add more money or when you find out what the total anticipated will be.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 799A00018158

**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. Galaxy Latin America, 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. State of Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 94 4517063

(FEI number, if applicable)

4. April 11, 1997

(Date of Organization)

5. December 31, 2046

(Duration: Year limited liability company will cease to exist or "perpetual")

6. April 11, 1997

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. Despacho de Especialistas en Abogacía, S.A - P. O. Box 1884-1000

De la Casa Italia, Número 685
San José, Costa Rica

(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:

DIRECTV Latin America, Inc.
c/o. DIRECTV International, Inc.
2230 E. Imperial Hwy. Bldg. R8
El Segundo, CA 90245

Member

Navidad Overseas Corporation
c/o. Shutts & Bowen
1500 Miami Center
201 South Biscayne Blvd.
Miami, FL 33131

Member

TVA Communications, Ltd.
P. O. Box 71
Road Town, Tortola
British Virgin Islands

Member

Darlene Investments, LLC
CIBC Bank & Trust Co., (Cayman) Ltd.
P.O. Box 694, George Town
Grand Cayman, Cayman Islands
British West Indies

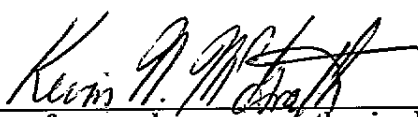
Member

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

The undersigned member or authorized representative of a member of Galaxy Latin America, 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 \$ 514,200,000
- 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 \$ 514,200,000
(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.)

FILED
99 APR 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kevin Nicholas McGrath, Chairman on behalf of DIRECTV Latin America, Inc.
Typed or printed name of signee

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:

Galaxy Latin America, LLC

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

CT Corporation

(Name)

1200 South Pine Island Road

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

Plantation,

FL 33324

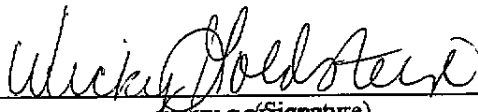
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 14 PM 3:00

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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.



VICKY GOLDSTEIN(e)
SPECIAL ASSISTANT SECRETARY

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 "GALAXY LATIN AMERICA, 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 SIXTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED
99 APR 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9669980

04-06-99