

m99000000600



ACCOUNT NO. : 072100000032

REFERENCE : 209063 4327451

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 285.00

ORDER DATE : April 16, 1999

ORDER TIME : 4:35 PM

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ORDER NO. : 209063-005

CUSTOMER NO: 4327451

CUSTOMER: Caroline Marquez, Legal Asst
Fleischman And Walsh, L.l.p.
1400 Sixteenth Street, N.w.

Washington, DC 20036

FOREIGN FILINGS

NAME: MEGA COMMUNICATIONS OF ST.
PETERSBURG, L.L.C.

FILED
99 APR 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/23/99
Availability	CERTIFIED COPY
XX	PLAIN STAMPED COPY
Document	CERTIFICATE OF GOOD STANDING
Examiner	DCC
Method	ncc
CONTACT PERSON:	Tamara Odom
Manager	?
Secretary	?
Witness	?
W. P. Verifier	DCC

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RECEIVED
99 APR 22 PM 4:53
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. Mega Communications of St. Petersburg, L.L.C.

(Name of foreign limited liability company)

2. Delaware

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

3. Applied for

(FEI number, if applicable)

4. February 3, 1999

(Date of Organization)

5. 2028

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

6. Upon approval

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

7. 11300 Fourth Street North, Suite 318

St. Petersburg, Florida 33716

(Street address of principal office)

SECRET
OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA
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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:

Mega Communciations, L.L.C. MGRM

8211 Georgia Avenue

10th Floor

Silver Spring, MD 20910

**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:

Mega Communications of St. Petersburg, L.L.C.

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

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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: Karen B. Rozar
(Signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of Mega Communciations of St.
Petersburg, L.D.C. 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 \$ 0 ;
- 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 _____ .
(This total includes amounts from 2 and 3 above.)

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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.)

Stephen A. Bouchard, Authorized Person

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEGA COMMUNICATIONS OF ST. PETERSBURG, L.L.C." 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 SIXTEENTH DAY OF APRIL, A.D. 1999.

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

FILED
99 APR 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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04-16-99
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: