

Document Number Only

M9100000/079

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

200002930152--8

-07/13/99--01061--020

****285.00 ****285.00

200002930152--8

-07/13/99--01061--019

*****8.75 *****8.75

Atlantica USA LLC

- ☐ Profit
☐ NonProfit
☒ Limited Liability Company
☒ Foreign

☐ Amendment

☐ Merge

☐ Dissolution/Withdrawal

☐ Mark

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

☐ Annual Report
☐ Reservation

☐ Photo Copies

- ☐ Other
☐ Change of R.A.
☐ Fictitious Name
☒ CUS

- ☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:30
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7/13/99

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THANKS

JOEY

99 JUL 13 PM 12:04

RECEIVED

5c 7-13-99

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. Atlantica USA LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 11, 1999 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801
(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:
Atlantica Network (Bermuda) Ltd.	Sole Member (MGRM)		
2 Carter's Bay Road Southside			
St. David's, Bermuda			
DD 02			

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.)

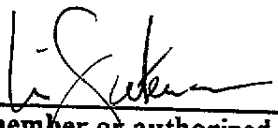
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

Atlantica USA 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 \$ -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 \$ -0-;
(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.)

Atlantica Network (Bermuda) Ltd., its sole member

Typed or printed name of signee

By: Lin Gentemann, Vice President and Secretary

Filing Fee: \$250.00 for Application and Affidavit

FILED
99 JUL 13 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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: Atlantica USA LLC

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, Florida 33324

(City/State/Zip)

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.

Connie Bryan
(Signature)

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

7/13/99
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

FILED
99 JUL 13 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "ATLANTICA USA 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 TWELFTH DAY OF JULY, 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

3015494 8300

991283806

AUTHENTICATION:

9859064

DATE:

07-12-99