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TRANSMITTAL LETTER

FILED
01 OCT 18 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/18/01--01020--021
*****70.00 *****70.00

SUBJECT: XM INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Julie A. Zahniser, Esq.
Name (Printed or typed)

2600 Douglas Road, Suite 600
Address

Coral Gables, FL 33134
City, State & Zip

305 460 4095
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN OCT 19 2001

**ARTICLES OF INCORPORATION
OF
XM, INC.**

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ARTICLE I - NAME

The name of the corporation is "XM, Inc." (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of this Corporation is 2600 Douglas Road, Suite 600, Coral Gables, Florida 33134; and the name of the initial registered agent of this Corporation at that address is Julie A. Zahniser, Esq.

ARTICLE V - MAILING ADDRESS

The mailing address of this Corporation is 650 West Avenue, Suite 2412, Miami Beach, Florida 33139.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

René Hagen
650 West Avenue, Suite 2412
Miami Beach, Florida 33139

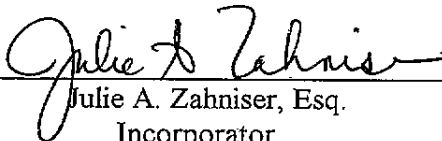
Frank U. Grift
650 West Avenue, Suite 2412
Miami Beach, Florida 33139

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Julie A. Zahniser, Esq.
2600 Douglas Road, Suite 600
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of September, 2001.



Julie A. Zahniser, Esq.
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

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TALLAHASSEE, FLORIDA

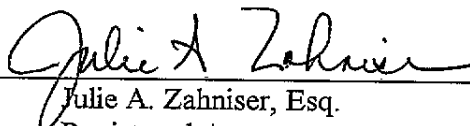
WITNESSETH:

That XM, Inc., desiring to organize under the laws of the State of Florida, has named Julie Zahniser, Esq. located at 2600 Douglas Road, Suite 600, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept serve of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 9th day of September, 2001.



Julie A. Zahniser, Esq.
Registered Agent