

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

DIRECTV, INC.

File number C 111048

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of DIRECTV, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to DIRECTV, INC. to transact business in this State under the name DIRECTV, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: June 19, 1995



Pete T. Cenarrusa
SECRETARY OF STATE
By *Ara Sikel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

JUN 19 10 22 AM '95

(Profit Corporation)

SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is DirectTV, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is October 31, 1990 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

7200 Hughes Terrace, Los Angeles, California 90045-0066

6. The address to which correspondence should be addressed, if different from that in item 5.

2230 East Imperial Highway, El Segundo, California 90245

7. The street address of its proposed registered office in Idaho is 300 North 6th Street

Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDaho SECRETARY OF STATE
19950619 0900 98342 3
CX #: 28608 CUST# 2048
CORP
1@ 120.00= 120.00
CORP 1@ 20.00= 20.00

9. The names and respective addresses of its directors and officers are:

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 5/1/93

DirectTV, Inc.

(Corporation Name)

By P. J. M. E. W. Hartenstein, Its President/Vice President (please specify)

and N. A. G.

S. J. Cox Its Secretary/Assistant Secretary (please specify)

STATE OF California)
COUNTY OF Los Angeles)

I, Vicki Lynn Kyllonen, a notary public, do hereby certify that on this 1st day of May, 1995, personally appeared before me S. J. Cox, who being by me first duly sworn, declared that ~~he~~ he is the Secretary of the State of Michigan.

DirectTV, Inc.

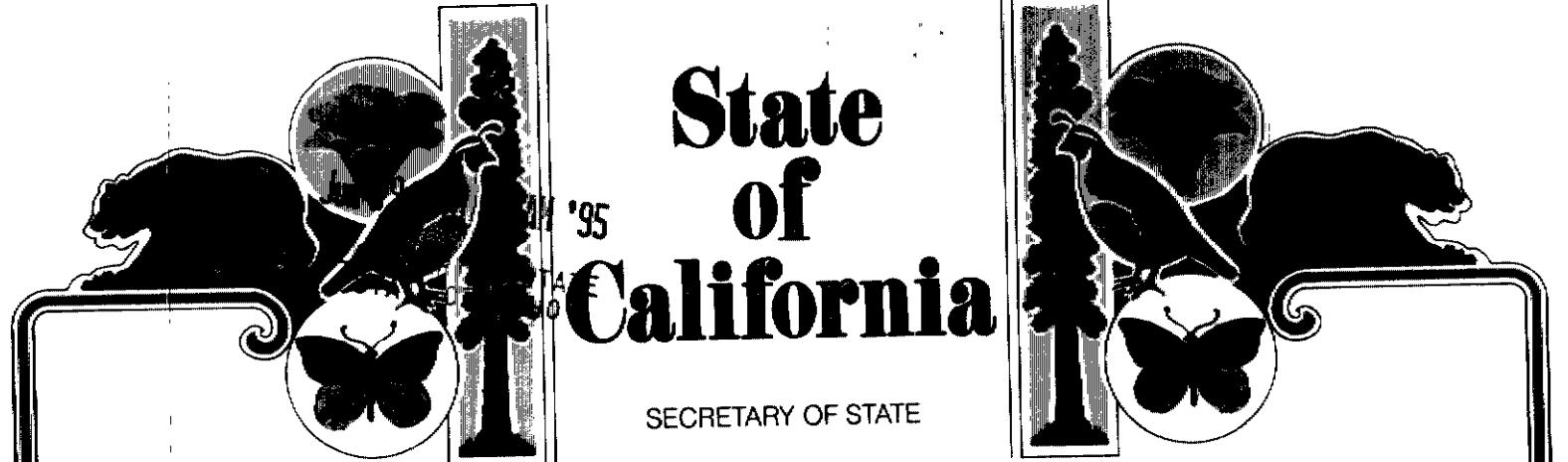
that (s)he signed the foregoing documents as Secretary _____ of the corporation and that the statements therein contained are true.



x Ticki Lynn Kyllonen
Notary Public

DIRECTV, INC.
DIRECTORS AND OFFICERS

Name	Office	Business Address
C. M. Armstrong	Director and Chairman of the Board	7200 Hughes Terrace Los Angeles, CA 90045-0066
G. J. Beatson	Director	7200 Hughes Terrace Los Angeles, CA 90045-0066
E. W. Hartenstein	Director and President	2230 East Imperial Highway El Segundo, CA 90245
C. H. Noski	Director	7200 Hughes Terrace Los Angeles, CA 90045-0066
M. T. Smith	Director	1230 Rosecrans Avenue Manhattan Beach, CA
T. G. Westerman	Director	7200 Hughes Terrace Los Angeles, CA 90045-0066
L. W. Butterworth	Executive Vice President	2230 East Imperial Highway El Segundo, CA 90245
J. B. Ramo	Executive Vice President	2230 East Imperial Highway El Segundo, CA 90245
L. N. Chapman	Senior Vice President	2230 East Imperial Highway El Segundo, CA 90245
L. T. Driscoll	Senior Vice President	2230 East Imperial Highway El Segundo, CA 90245
S. B. Ste. Marie	Senior Vice President	2230 East Imperial Highway El Segundo, CA 90245
L. M. Wildee	Senior Vice President	2230 East Imperial Highway El Segundo, CA 90245
B. J. Beale	Vice President	2230 East Imperial Highway El Segundo, CA 90245
T. M. Bracken	Vice President	2230 East Imperial Highway El Segundo, CA 90245
S. A. Campbell	Vice President	2230 East Imperial Highway El Segundo, CA 90245
S. J. Cox	Vice President and Secretary	2230 East Imperial Highway El Segundo, CA 90245
T. L. Ferguson	Vice President	2230 East Imperial Highway El Segundo, CA 90245
G. L. Friedman	Vice President	2230 East Imperial Highway El Segundo, CA 90245
E. L. Huguez	Vice President	2230 East Imperial Highway El Segundo, CA 90245
C. L. LaValle	Vice President	2230 East Imperial Highway El Segundo, CA 90245
E. Moe, Jr.	Vice President	2230 East Imperial Highway El Segundo, CA 90245
J. L. Williamson	Assistant Secretary	7200 Hughes Terrace Los Angeles, CA 90045-0066



State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 31st day of October, 19 90,

DIRECTV, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

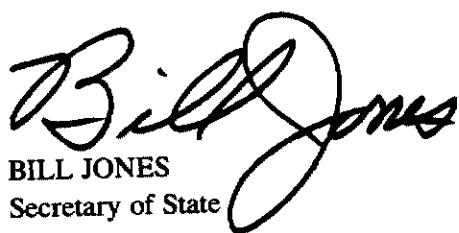
That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

*IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
day of*

5th

June, 1995.



BILL JONES
Secretary of State