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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is XM Satellite Radio Inc.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
222 JEFFERSON BOULEVARD, SUITE 200, WARWICK, RHODE ISLAND 02888
3. The address of the NEW registered office is:
10 Weybosset Street, Providence, Rhode Island 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
Corporation Service Company
5. The name of the NEW registered agent is:
C T Corporation System
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 08/24/2007

Signature of Authorized Officer of the Corporation

Mark Brinkman, Attorney-in-Fact on behalf of Joseph Littlebaum, Secretary
Type or Print Name of Authorized Officer

2007 AUG 27 AM 11:25

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SECRETARY OF STATE
CORPORATIONS DIV

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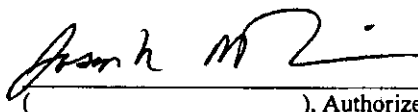
By [Signature]
35143

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Joseph M. Titkebaum the Authorized Officer of XM Satellite Radio ("the Company"), a corporation organized under the laws of Delaware, does hereby appoint Mark Brinkman as attorney-in-fact for the Company for the limited purposes authorized herein.

The Company and its subsidiary entities listed within the attached Schedule A, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Company's and any affiliated entities' registered agent and registered office, or the agent and office of similar import, in any state to CT Corporation System (or affiliated entity).

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 19th day of August, 2007.



), Authorized Officer of XM Satellite Radio

STATE OF District)
COUNTY OF Columbia) SS:

The foregoing instrument was acknowledged before me this 19th day of August, 2007, by Joseph M. Titkebaum, as General Counsel and on behalf of XM Satellite Radio Inc., a Delaware Corporation, such individual is personally known to me.

Sign Name: Adrienne C. Morrow

Print Name: Adrienne C. Morrow

Notary Public

Serial No. (none if blank): _____

My Commission Expires: 7/14/10
(Notarial Seal)

Schedule A

Entity	Domestic Jurisdiction
XM Satellite Radio, Inc.	Delaware
XM Satellite Radio Holdings, Inc.	Delaware
XM Radio, Inc.	Delaware
XM Orbit, Inc.	Delaware
XM Investment, LLC	Delaware
XM Equipment Leasing LLC	Delaware
XM 1500 Eckington LLC	Delaware
Interoperable Technologies LLC	Delaware
20002 Inc.	Delaware
XM Capital Resources, Inc.	Delaware
XM Email, Inc.	Delaware
XM Innovations, Inc.	Delaware