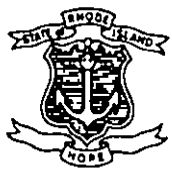


Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 127972



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

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1. The name of the corporation is On Command Video Corporation
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
N/A
 - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
N/A
4. The date of its incorporation is 11/22/91 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 c/o The Prentice-Hall Corporation System, Inc., 2711 Centerville Road, #400, Wilmington, DE 19808
6. The address of its proposed registered office in Rhode Island is with a copy of On Command Video Corporation, 4610 South Ulster Street #600, Denver CO 802170 Westminster Street, #900
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is The Prentice-Hall Corporation System, Inc.
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
In-room video and information services to hotels, motels and resorts.
8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See EXHIBIT A, attached</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common Stock	N/A	\$.01 par value

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100	Common Stock	N/A	\$.01 par value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 703,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 1,450,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is .002 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 220,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 600,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .0027 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: OCTOBER 11, 2002

ON COMMAND VIDEO CORPORATION

Print Exact Name of Corporation Making Application

By [Signature]

☒ President or ☐ Vice President (check one)

By [Signature]

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF COLORADO

/COUNTY OF DENVER

CITY AND

In Denver, Colorado, on this 11th day of OCTOBER, 2002, personally appeared before me Chris Sophinos who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]

Notary Public

My Commission Expires: 2/25/03

EXHIBIT A

ON COMMAND VIDEO CORPORATION

4610 South Ulster Street, #600

Denver, Colorado 80237

720/873-3200

DIRECTORS

Bernard G. Dvorak

Chris Sophinos

Pamela J. Strauss

(see additional information below)

OFFICERS

Name	Title	Business Address
Chris Sophinos	President and Chief Executive Officer	4610 South Ulster Street, #600 Denver, CO 80237
Bernard G. Dvorak	Senior Vice President, Chief Financial Officer and Treasurer	4610 South Ulster Street, #600 Denver, CO 80237
David A. Simpson	Senior Vice President, Research & Development and Engineering	6331 San Ignacio Avenue San Jose, CA 95119
Laurence M. Smith	Senior Vice President, Sales and Distribution	4610 South Ulster Street, #600 Denver, CO 80237
Pamela J. Strauss	Senior Vice President, General Counsel and Secretary	4610 South Ulster Street, #600 Denver, CO 80237

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ON COMMAND VIDEO CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1991, AT 2:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "OCV DELAWARE, INC." TO "ON COMMAND VIDEO CORPORATION", FILED THE TWENTY-SIXTH DAY OF JUNE, A.D. 1992, AT 12:30 O'CLOCK P.M.

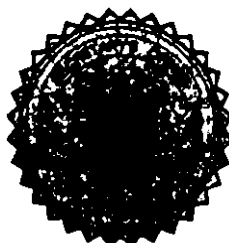
RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF JULY, A.D. 1992, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF MARCH, A.D. 1993, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SECOND DAY OF JUNE, A.D. 1993, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF JANUARY, A.D. 1995, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRD DAY OF AUGUST, A.D. 1995, AT 4 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2046965

DATE: 10-22-02

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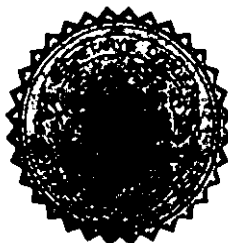
CERTIFICATE OF MERGER, FILED THE EIGHTH DAY OF OCTOBER, A.D.
1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIRST DAY OF
JANUARY, A.D. 1997, AT 8:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF APRIL,
A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FIFTH
DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2046965

020641665

DATE: 10-22-02