State of Florida

Department of State

Certificate of Franchise Authority

I certify that Smart City Solutions, LLC, as successor of interest to identification number CV07-0001 issued on 7/2/2007, to Smart City Television, LLC., is hereby granted authority to provide cable and/or video service in the following service area(s) as amended on 01/14/2013:

Service areas are described in the attached true and correct copy of the document.

I further certify that authority to construct, maintain, and operate facilities through, upon, over, and under any public right-of-way or waters, subject to the applicable governmental permitting or authorization from the Board of Trustees of the Internal Improvement Trust Fund, is hereby granted.

This grant of authority is subject to lawful operation of the cable or video service by the applicant or its successor in interest.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capitol, this the Fourteenth day of January, 2013.

Ken Detzner
Secretary of State

CR2EO22 (1-11)

FILED

APPLICATION TO AMEND A STATE-ISSUED CERTIFICATE OF FRANCHISE AUTHORITY FOR CABLE AND/OR VIDEO SERVICE

2013 JAN 14 AM 7:50

CABLE AND/OR VIDEO FRANCHISING
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1) Name of Certificate holder Smart City Television, LLC

2) Address of Certificate holder: P.O. Box 22555, Lake Buena Vista, FL 32830-2555

3) Statement of Amendment(s):

☐ a) Change in Service Area. Notification of Commencement is required within five business days after first providing service in each additional areas. Please provide a description of the new service area consistent with s.610.104(2)(e)5 Florida Statutes, and effective date of Commencement of Operations. (Please include all service areas.) List existing areas first and new areas last. Use attached pages if necessary

☑ b) Notice of Transfer of Interest. Notification is required within fourteen business days following completion of transfer. Please provide the name and address of any successor in interest.

Smart City Solutions, LLC
P.O. Box 22555, 3100 Bonnet Creek Road
Lake Buena Vista, Florida 32830-2555
Effective date of Merger: January 1, 2013

☐ c) Other: (change of address or contact person)

☐ d) Notice to Terminate Service.
Effective Date:_____

James T. Schumacher, VP - Finance — 1/10/13

Printed Name and Title — Signature — Date

SmartCity.

www.smartcity.com

January 1, 2013

Ladies and Gentlemen:

The purpose of this letter is to notify you that Smart City Television LLC, a wholly owned subsidiary of Smart City Finance, LLC ("SCF"), was merged with and into Smart City Solutions, LLC, a Florida limited liability company and wholly owned subsidiary of SCF, pursuant to the terms of that certain Agreement and Plan of Merger between Smart City Solutions, LLC, Smart City/mpiNET, LLC, and Smart City Television LLC dated October 31, 2012 (the "Merger Agreement"), with Smart City Solutions, LLC being the surviving entity (the "Transaction").

The closing of the Transaction occurred on January 1, 2013. From the effective time of the merger, all the assets, properties, rights, privileges, immunities, powers and franchises of the merging companies vested in Smart City Solutions, LLC, and all debts, liabilities, obligations and duties of the merging companies became the debts, liabilities, obligations and duties of Smart City Solutions, LLC.

For your information, the notice address for Smart City Solutions, LLC is:

Smart City Solutions, LLC
P.O. Box 22555
3100 Bonnet Creek Road (overnight delivery only)
Lake Buena Vista, Florida 32830-2555

Please feel free to contact Lynn B. Hall at (407) 828-6730 regarding this if you have any questions.

Sincerely,

James T. Schumacher
Vice President – Finance and Administration

STATE OF FLORIDA
DEPARTMENT OF STATE

RICK SCOTT
Governor

Ken Detzner
Secretary of State

January 14, 2013

Mr. James T. Schumacher
Vice President-Finance
Smart City Solutions, LLC
P.O. Box 22555
Lake Buena Vista, Florida 32830-2555

Re: Smart City Television, LLC
CV07-0001

Dear Mr. Schumacher:

We received your Notice of Transfer of Interest regarding CV07-0001. A State-Issued Certificate of Franchise Authority for cable and/or video service issued on 7/02/2007, to Smart City Solutions, LLC. Your Notice of Transfer of Interest has been accepted. An amended certificate is attached.

Further, in regards to The Federal Communication Commission's Cable Act Reform 47 C.F.R. ss. 76.952, 76.1602 and 1603. The Department of State, respectfully requests that the certificate holders omit the department's name and contact information on any billing, notice or information provided to subscribers. The department's function is in a ministerial capacity only.

If you should have any questions, please call us at (850) 245-6010.

Rebekah A. White
Video and/or Cable Franchise Section

Encl.

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

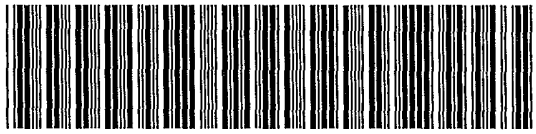
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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