

State of Florida



Department of State

Certificate of Franchise Authority

I certify that BellSouth Entertainment, L.L.C., identification number CV07-0007 issued on 7/2/2007, is hereby granted authority to provide cable and/or video service in the following service area:

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

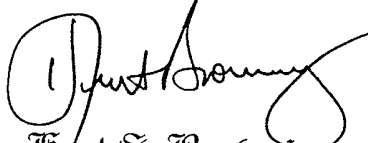
I further certify that authority to construct, maintain, and operate facilities through, upon, over, and under any public right-of-way or waters, subject to the applicable governmental permitting or authorization from the Board of Trustees of the Internal Improvement Trust Fund, is hereby granted.

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 Second day of July, 2007



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

E. (State- Issued Cable Franchise)

STATE OF GEORGIA
COUNTY OF FULTON

AFFIDAVIT

I, Donald R. Granger, am employed with BellSouth Entertainment in an official capacity as (officer, partner, owner, managing member) President - BellSouth Entertainment, LLC and do hereby attest to the facts stated herein from my personal knowledge. I hereby swear and affirm that the following statements are true and correct:

- 1) The applicant is fully qualified under the provision of Chapter 610, F.S., to file this application and affidavit for a certificate of franchise authority.
- 2) The applicant has filed or will timely file with the Federal Communications Commission all forms required by that agency in advance of offering cable or video services in this state.
- 3) The applicant agrees to comply with all applicable federal and state laws and regulations, to the extent such state laws and rules are not in conflict with or superseded by the provisions of Chapter 610, F.S., or other applicable state law.
- 4) The applicant agrees to comply with all the state laws rules and municipal and county ordinances and regulations regarding the placement and maintenance of communications facilities in the public rights-of-way that are generally applicable to providers of communications services in accordance with s. 337401, F.S.

5) The description of the service area consistent with s. 610.104 (2)(e) 5a & b, F.S., for which the applicant seeks a certificate of franchise authority is: City of Coconut Creek - The LFA between BEI and the City of Coconut Creek defines the franchise area to include the entire geographic area within the cable franchise jurisdiction of the City of Coconut Creek; Miami-Dade County - The LFA between BEI and Miami-Dade County defines the franchise area to include all unincorporated and incorporated areas of Dade County; Town of Davie - The LFA between BEI and Town of Davie defines the franchise area to include the entire geographic area within the cable franchise jurisdiction of the Town of Davie; Orange County - The LFA between BEI and Orange County defines the franchise area to include all of Orange County; Pembroke Pines - The LFA between BEI and Pembroke Pines defines the franchise area to include all of the geographic area within the cable franchise jurisdiction of the City of Pembroke Pines; Seminole County - The LFA between BEI and Seminole County defines the franchise area to include the entire geographic area within the cable franchise jurisdiction of Seminole County; St. Johns County - The LFA between BEI and St. Johns County defines the franchise area to include the portion of the County of St. John located within the Saint Johns Project, as well as all of the unincorporated areas of St. Johns County, Florida, except that portion: Beginning at the intersection of the shores of the Atlantic Ocean with the Southern City Limits line of South Ponte Vedra Beach and run westerly along said Southern City Limits to Shannon Road; thence continue Westerly along Shannon Road to U.S. #1; thence Southerly along U.S. #1 to Nine-Mile Road/International Golf Parkway; thence Westerly along Nine-Mile Road/International Golf Parkway to I-95 to St Johns County's Southerly line; thence Easterly along said county line to the shore of the Atlantic Ocean; thence Northerly along said shore of the Atlantic Ocean to the Point of Beginning.

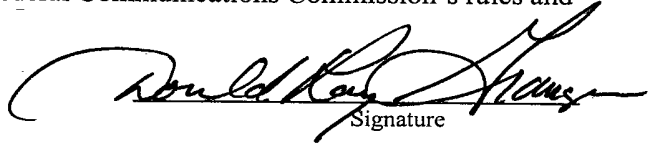
6) Applicant's principal place of business: 754 Peachtree Street, Suite D1481, Atlanta, GA 30308

Names of the applicant's principal executive officers: Donald R. Granger; Michael M. Turbes; Jonathan P. Klug; Nancy Pettyjohn; Scott Helbing

Street Address sufficient for purposes of Chapter 48, F.S.: The Prentiss-Hall Corporation System, Inc., 1201 Hays Street, Tallahassee, FL 32301

- 7) The applicant will file the Department of State notice of commencement of services within five business days after providing services in each area described.
- 8) The applicant will notify the Department of State of any changes of address or contact person.
- 9) The applicant's systems shall comply with the Federal Communications Commission's rules and regulations of the Emergency Alert System.

Donald R. Granger President - BellSouth Entertainment, LLC
Printed Name and Title

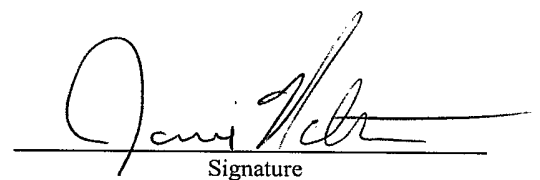

Signature

Sworn to affirm and subscribe before me on this 27 day of June, 2007, by Donald R Granger
 Personally known OR Produced Identification (Name of Affiant)

Type of Identification Produced: _____

Jamie Northern 07/09
Name of Notary Public and Commission Expiration Date

Notary Public In and For the State of Georgia
CF02 (6/07)


Signature



RECEIVED

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

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

- A. Official name of the cable or video service provider:
BellSouth Entertainment, LLC
- B. Street address of the principal place of business of the cable and/or video service provider:
754 Peachtree Street, Suite D1481, Atlanta, GA 30308-1206
- C. Federal employer identification number or the Department of State's document number:
58-2095854
- D. Name, address, and business telephone number of an officer, partner, owner, member, or manager as a contact person for the cable or video service provider to whom questions or concerns may be addressed:
Name: Donald R. Granger
Title: President - BellSouth Entertainment, LLC
Address: 754 Peachtree Street, Suite D1481, Atlanta, GA 30308-1206
Business telephone number: (404) 541-6501
- E. Duly executed affidavit attached (notarized and signed by an officer, partner, owner or managing member).

This application and affidavit must be submitted with an application fee of \$10,000.00 and an accompanying fee of \$35.00 and mailed to the State-Issued Certificate of Franchise Authority for Cable and/or Video Service at the following address:

MAILING ADDRESS:
Cable and/or Video Franchising
Division of Corporations
PO Box 5678
Tallahassee, Florida 32314

STREET ADDRESS:
Cable and/or Video Franchising
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

[Empty rectangular box]

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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