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ACCOUNT NO. : 0721-0000000000 CORPORATION  
DIVISION OF CORPORATIONS  
REFERENCE : 604559 4319756  
AUTHORIZATION : Patricia Pizich  
COST LIMIT : \$ 70.00

ORDER DATE : November 18, 1997  
ORDER TIME : 10:41 AM  
ORDER NO. : 604559-005  
CUSTOMER NO: 4319756  
CUSTOMER: Ms. Melody Woodward  
Hogan & Hartson  
8300 Greensboro Drive  
Suite 1100  
Mclean, VA 22102

FOREIGN FILINGS

NAME: KNOLOGY OF PANAMA CITY, INC.

XXXX QUALIFICATION (TYPE: CO)

100002351791 --4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

         CERTIFIED COPY  
XX          PLAIN STAMPED COPY  
         CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. KNOLOGY of Panama City, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware  
(State or country under the law of which it is incorporated)

3. Appl. For  
(FEI number, if applicable)

4. November 17, 1997  
(Date of incorporation)

5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 312 West 8th Street, West Point, Georgia 31833  
  
(Current mailing address)

8. to own and operate cable television systems  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C CORPORATION SERVICE COMPANY  
Office Address: 1201 HAYS STREET  
TALLAHASSEE, Florida, 32301-2607  
(Zip Code)

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10. Registered agent acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*

Karen B. Rozar  
(Registered agent's signature) (Officer)  
**Karen B. Rozar, As Its Agent**  
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: William E. Morrow

Address: 312 West 8th Street  
West Point, Georgia 31833

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: William H. Scott, III

Address: 312 West 8th Street  
West Point, Georgia 31833

Director: Campbell B. Lanier, III

Address: 312 West 8th Street  
West Point, Georgia 31833

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_


Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Felix L. Boccucci, Jr., Assistant Secretary \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

**Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business In Florida**

**Officers of  
KNOLOGY of Panama City, Inc.**

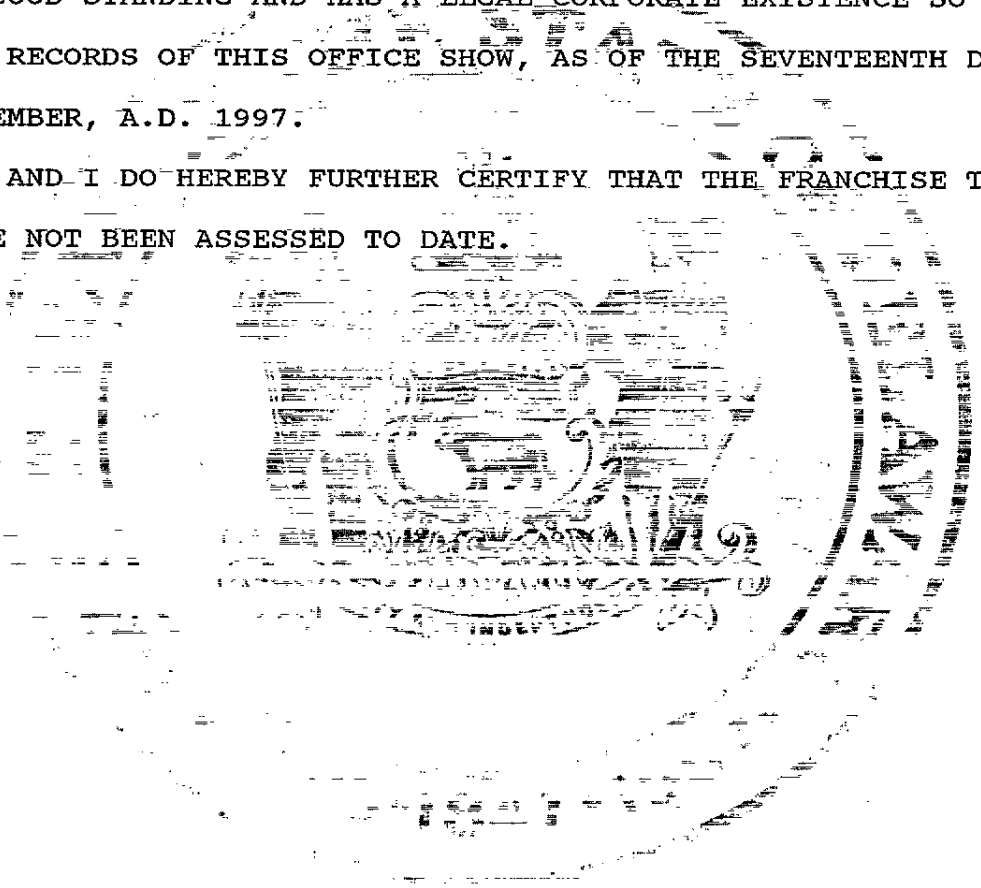
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1. William E. Morrow, President, Chief Executive Officer, Chairman  
312 West 8th Street  
West Point, Georgia 31833
2. James K. McCormick, Treasurer, Secretary, Chief Financial Officer  
312 West 8th Street  
West Point, Georgia 31833
3. Felix L. Boccucci, Jr., Assistant Secretary  
312 West 8th Street  
West Point, Georgia 31833

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KNOLOGY OF PANAMA CITY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 19 PM 12: 28



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8759786

DATE:

11-17-97