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ACCOUNT NO. : 072100000032

REFERENCE : 812696 4816118

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : May 8, 1998

ORDER TIME : 9:29 AM

ORDER NO. : 812696-020

CUSTOMER NO: 4816118

CUSTOMER: Mr. Jonathan J. Engler  
Hogan & Hartson  
555 13th Street Nw

Washington, DC 20004-1109

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FOREIGN FILINGS

NAME: KNOLOGY OF FLORIDA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

5/11  
98 MAY 11 PM 2:58  
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DIVISION OF CORPORATIONS

**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. KNOLGY of Florida, 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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 8, 1998 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 8, 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1241 O.G. Skinner Dr.  
West Point, GA 31833  
(Current mailing address)

To engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of the State of Delaware.

8. \_\_\_\_\_  
(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

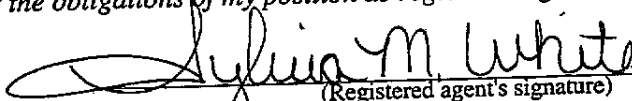
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(Zip Code)

**10. Registered agent's 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 obligations of my position as registered agent.*

  
(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

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

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: See attached officers/directors rider

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

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

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

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

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

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

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

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

13. James K. McCormick  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James K. McCormick, Secretary  
(Typed or printed name and capacity of person signing application)

**SCHEDULE A**

**Knology of Florida, Inc.  
Officers and Directors**

The following persons serve as the officers of the Corporation, holding the offices indicated opposite their names:

<u>Name</u>	<u>Title</u>	<u>Address</u>
William E. Morrow	President and Chief Executive Officer	1241 O.G. Skinner Dr. West Point, GA 31833
James K. McCormick	Chief Financial Officer, Treasurer and Secretary	1241 O.G. Skinner Dr. West Point, GA 31833
Felix L. Boccucci, Jr.	Assistant Secretary	1241 O.G. Skinner Dr. West Point, GA 31833

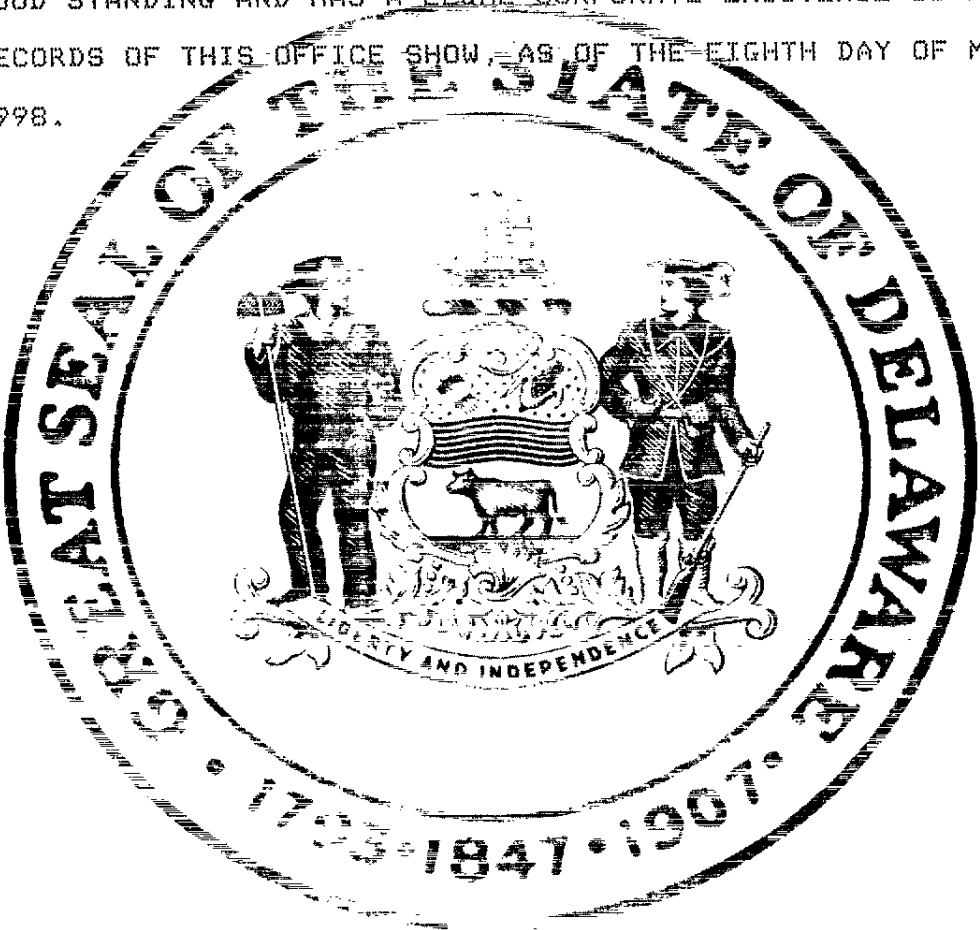
The following persons are the Directors of the Corporation:

<u>Name</u>	<u>Title</u>	<u>Address</u>
William E. Morrow	Chairman	1241 O.G. Skinner Dr. West Point, GA 31833
William H. Scott, III	Director	1241 O.G. Skinner Dr. West Point, GA 31833
Campbell B. Lanier, III	Director	1241 O.G. Skinner Dr. West Point, GA 31833

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*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KNOLOGY OF FLORIDA, 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 EIGHTH DAY OF MAY, A.D. 1998.



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DIVISION OF CORPORATE AFFAIRS  
98 MAY 11 PM 2:58

*Edward J. Freel*

Edward J. Freel, Secretary of State



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AUTHENTICATION:  
DATE: