



M 96000000383

ACCOUNT NO. : 072100000032
 REFERENCE : 663115 7211205
 AUTHORIZATION : *Patricia Pizito*
 COST LIMIT : \$ 35.00

FILED
 00 APR 17 PM 4: 58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : April 14, 2000
 ORDER TIME : 2:52 PM
 ORDER NO. : 663115-005
 CUSTOMER NO: 7211205

400003211784--4

CUSTOMER: Ms. Janis L. Creekmore
 Benchmark Cable Communications
 21545 Ridgetop Circle
 Sterling, VA 20166

CHANGE OF AGENT

NAME: BENCHMARK CABLE COMMUNICATIONS
 L.L.C.

RECEIVED
 00 APR 17 PM 3: 59
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

1196-383
OK 4-18
 [Handwritten signatures and initials in a grid]

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: Benchmark Cable Communications L.L.C.

2. The mailing address of the limited liability company is : _____

21545 Ridgetop Circle Sterling VA 20166

10/04/1996

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3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

CT Corporation System
Name
1200 South Pine Island Road
Address
Plantation, FL 33324
City, State and Zip

6. The name and address of the new registered agent and/or office:

Corporation Service Company
Name
1201 Hays Street
Florida street address (P.O. Box NOT acceptable)
Tallahassee FL 32301
City, State and Zip

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If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

David
By: Benchmark Media, Inc., Manager and Member
(Signature of a member or authorized representative of a member)

Janis L. Creekmore
(Printed or typed name of signee)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Janis L. Creekmore
(Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314