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DOW, LOHNES & ALBERTSON, LLP
ATTORNEYS AT LAW

ANDREA J. SCERBO
LEGAL ASSISTANT
DIRECT DIAL 202-776-2235
ascerbo@dlalaw.com

WASHINGTON, D.C.
1200 NEW HAMPSHIRE AVENUE, N.W. • SUITE 800 • WASHINGTON, D.C. 20036-6802
TELEPHONE 202-776-2000 • FACSIMILE 202-776-2222

ONE RAVINIA DRIVE • SUITE 1600
ATLANTA, GEORGIA 30346-2108
TELEPHONE 770-901-8800
FACSIMILE 770-901-8874

August 5, 1998

VIA FEDERAL EXPRESS

Secretary of State
Corporations Division
409 East Gaines St.
Tallahassee, FL 32314

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-08/06/98-01088-004
****285.00 ****285.00

Re: Falcon Cable Communications, LLC

Dear Sir/Madam:

Enclosed please find a fully-executed Application for Authorization to Transact Business in Florida for the above-referenced foreign limited liability company accompanied by a certificate of existence. Please arrange to file immediately and return a file-stamped original to my attention at the above-referenced address.

If you have any questions, please contact me at (202) 776-2235. Thank-you for your assistance.

Very truly yours,

Andrea Scerbo

Andrea Scerbo

AJS/ajs
Enclosure

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Name	M98
Availability	M98
Document Examiner	M98
Updater	M98
Updater Verifier	M98
Acknowledgement	M98
W. P. Verifier	M98

Andrea Scerbo GAVE
AUTHORIZATION BY PHONE TO
CORRECT M98 Title
DATE 8-7-98
DOC. EXAM M98

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Falcon Cable Communications, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware 3. 52-2095707
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 1, 1998 5. Dissolution upon election by Members
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 10900 Wilshire Boulevard, 15th Floor
Los Angeles, California 90024
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

please see attached

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (Aphotocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**Application by Foreign Limited Liability Company
For Authorization To Transact Business in Florida**

MGRM Falcon Communications, L.P.; 10900 Wilshire Boulevard, 15th Floor, Los Angeles, California
90024

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FALCON CABLE COMMUNICATIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JULY, A.D. 1998.

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Edward J. Freel
Edward J. Freel, Secretary of State
9188236

AUTHENTICATION: 07-10-98

DATE:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Falcon Cable Communications, LLC

2. The name and the Florida street address of the registered agent and office are:

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL

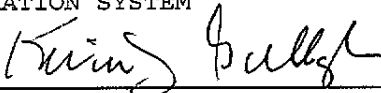
33324

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM



(Signature)

KEVIN J. GALLAGHER
ASSISTANT VICE PRESIDENT

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Falcon Cable
Communications, LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 100 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 100 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Stanley S. Itskowitch, Executive Vice President

Typed or printed name of signee

Stanley S. Itskowitch, Executive Vice President of Falcon Holding Group, Inc.,
general partner of Falcon Holding Group, L.P., managing general partner of
Falcon Communications, L.P., sole member

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Filing Fee: \$250.00 for Application and Affidavit