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August 5, 1998

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

300002609933--0
-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.

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DIVISION OF CORPORATIONS
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Very truly yours,

Andrea Scerbo

Andrea Scerbo

AJS/ajs
Enclosure

M98-855

Name Availability	MGtt
Document Examiner	MGtt
Updater	MGtt
Updater Verifyer	MGtt
Acknowledgement	MGtt
W. P. Verifyer	MGtt

Andrea Scerbo GAVE AUTHORIZATION BY PHONE TO CORRECT MGR/MC Title
DATE 8-7-98
DOC. EXAM MGtt

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT 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
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 52-2095707
(FEI number, if applicable)

4. April 1, 1998
(Date of Organization)

5. Dissolution upon election by Members
(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. (A photocopy 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

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, Secretary of State

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981267111

AUTHENTICATION: 9188236

DATE: 07-10-98

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

Kevin J Gallagher
(Signature)

KEVIN J. GALLAGHER
ASSISTANT VICE PRESIDENT

Filing Fee: $ 35 for Designation of Registered Agent

(FL057)

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.)

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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

Filing Fee: $250.00 for Application and Affidavit

(FL058 - 4/23/98)
CT System