

m98000000/609

FILING COVER SHEET

REFERENCE:

0269.

DATE:

12-29-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

400002725014--7

TALLAHASSEE, FL 32301

-12/29/98--01057--028
*****70.00 *****70.00

TELEPHONE:

222-1173

SUBJECT:

RTP Close Caption, L.L.C.

STATE FEES PREPAID WITH CHECK # 4005 FOR \$ 70.00

PLEASE FILE:

- () ARTICLES OF INC. () AMENDMENT () DISSOLUTION
() ANNUAL REPORT () MERGER () WITHDRAWAL
(X) QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
() TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

() CERTIFIED COPY

() CERTIFICATE OF STATUS

(X) STAMPED COPY

Examiner's Initials

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
P. Verifier	MAH

400002725014--7
-12/29/98--01076--028
*****215.00 *****215.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 3:48

RECEIVED
98 DEC 29 AM 10:59
DIVISION OF CORPORATIONS

**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. RTP Close Caption, L.L.C.
(Name of foreign limited liability company)
2. Colorado
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. December 15, 1998
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10402 E. Prentice Avenue, Englewood, CO 80111

(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:
<u>R.T. Polumbus</u>	<u>Manager</u>	_____	_____
<u>10402 E. Prentice Avenue</u>		_____	
<u>Englewood, CO 80111</u>		_____	
_____		_____	
_____		_____	
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 3:48



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

RTP CLOSE CAPTION, L.L.C.
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 19981222608 WAS FILED IN THIS OFFICE ON December 15, 1998
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: December 15, 1998.

Victoria Buckley

SECRETARY OF STATE

**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:

RTP Close Caption, L.L.C.

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

Corporation Service Company

(Name)

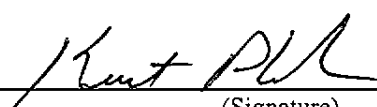
1201 Hays Street

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

Tallahassee, FL 32301

City/State/Zip

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.

By: 

(Signature)

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 RTP Close Caption, L.L.C.
_____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 2,500,000 ;

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 \$ 2,500,000 ;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

R.T. Polumbus, Member

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit