

S80206

Rayni Wilkinson
Requestor's Name

215 S. Monroe St.
Address

Tallahassee FL 32301 2223533
City/State/Zip Phone #

000002379/20-5

000002379/20
-12/22/97-010657-0187
****210.00****57.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Knology of Panama City Inc (Corporation Name) Articles of Incorporation (Restated) Amended & Restated w/ (Document #) N/C
- _____ (Corporation Name) _____ (Document #)
- _____ (Corporation Name) _____ (Document #)
- _____ (Corporation Name) _____ (Document #)

FILED
97 DEC -5 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time we'll pick up when you call Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

TAX FILING 30
AGENT FEE 52.50
87.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

Update Verifier 102u

Acknowledgement 102u

W.P. Verifier 102u

Call when ready
CORAPAMARS

Examiner's Initials	
---------------------	--

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KNOLOGY OF PANAMA CITY, INC.**
(formerly, BEACH CABLE, INC.)

FILED
97 DEC -5 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of amending and restating the Articles of Incorporation of BEACH CABLE, INC., as so amended do hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I
Restatement

These Restated Articles of Incorporation contain certain amendments requiring Stockholder approval, and have been approved and adopted by the unanimous vote of the Stockholder of the corporation on the 5th day of December, 1997.

ARTICLE II
NAME

The name of this Corporation is KNOLOGY OF PANAMA CITY, INC.

ARTICLE III
DURATION

This Corporation shall have perpetual existence.

ARTICLE IV
PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all power necessary or convenient to the conduct, promotion or attainment of such acts and activities.

ARTICLE V
CAPITAL STOCK

The total number of shares of all classes of stock that this Corporation is authorized to issue is One Thousand (1,000) shares. All such shares shall be One Cent (\$.01) par value voting common stock.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and office of this Corporation are Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301-2607.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have not less than one (1), nor more than fifteen (15) Directors, provided, however, that the number of Directors may be increased or diminished from time to time by the By-Laws of the Corporation. Each Director shall be entitled to one vote per Director on all matters voted or acted upon by the Board of Directors. The names and addresses of the Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William E. Morrow	312 W. 8th Street West Point, GA 31833
William H. Scott, II	312 W. 8th Street West Point, GA 31833
Campbell B. Lanier, III	312 W. 8th Street West Point, GA 31833

ARTICLE VIII
BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors of the Corporation.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of December, 1997.

KNOLOGY OF PANAMA CITY, INC.

CORPORATE SEAL

By: William E. Morrow
WILLIAM E. MORROW
Its: Chief Executive Officer

ATTEST:

James K. McCormick
JAMES K. McCORMICK
Its: Secretary

STATE OF GEORGIA,

COUNTY OF Troup.

The foregoing instrument was acknowledged before me this 4th day of December, 1997, by WILLIAM E. MORROW, as Chief Executive Officer, and JAMES K. McCORMICK, as Secretary, respectively, of KNOLOGY OF PANAMA CITY, INC., on behalf of the Corporation. Each is personally known to me or produced as identification.

Dixie B. Noles
NOTARY PUBLIC MY COMMISSION EXPIRES APRIL 1, 2001

Dixie B. Noles
Name of Notary Typed, Printed or Stamped