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October 8, 1998

VIA FEDERAL EXPRESS

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

700002660817--7
-10/09/98-01085--001
****105.00 *****52.50

Re: Certificate of Amendment to Application for Registration

Dear Sir/Madam:

Enclosed please find a check in the amount of \$105.00 accompanied by two (2) fully executed Certificates of Amendment to Application for Registration of Falcon Cable Media, a California Limited Partnership and Falcon Media Investors Group, a California Limited Partnership. 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

FILED
98 OCT -6 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A25467

Name	10-12
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

Falcon Cable Media, a California Limited Partnership

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

General Partner Withdrawn:

Falcon Holding Group, L.P.

General Partner Added:

Falcon Cable Communications, LLC
10900 Wilshire Blvd., 15th Fl.
Los Angeles, CA 90024

FILED
98 OCT -6 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Stanley S. Itskowitch

(Signature of a General Partner)

FALCON CABLE COMMUNICATIONS, LLC

By: Falcon Communications, L.P., its Sole Member
By: Falcon Holding Group, L.P., its Managing General Partner
By: Falcon Holding Group, Inc., its General Partner

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

On this 28th day of SEPT., 1998, Stanley S. Itskowitch personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

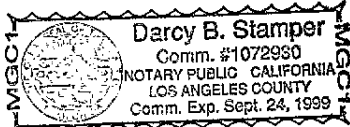
Darcy B. Stamper

(Notary Public Signature)

Darcy B. Stamper

(Notary's Printed Name)

Seal



My Commission Expires: SEPT. 24, 1999