



THE UNITED STATES
CORPORATION
COMPANY

A99000001085

ACCOUNT NO. : 072100000032

REFERENCE : 297162 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 140.00

ORDER DATE : July 6, 1999

ORDER TIME : 11:46 AM

ORDER NO. : 297162-010

CUSTOMER NO: 4303929

000002923980-3

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: DIGITAL CABLE GROUP, L.P.

**FILE 2ND

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
99 JUL -6 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL -6 PM 2: 24
TALLAHASSEE, FLORIDA

52
7-6-99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
DIGITAL CABLE GROUP, L.P.**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of DIGITAL CABLE GROUP, L.P., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **DIGITAL CABLE GROUP, L.P.**
2. The business address and the mailing address of the limited partnership is 6005 Powers Avenue, Suite 105, Jacksonville, Florida 32217.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Shan Gary

4. The Florida street address for the registered agent is:

**6005 Powers Avenue, Suite 105
Jacksonville, Florida 32217**

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of DIGITAL CABLE GROUP, L.P., at the place designated in this Certificate of Limited Partnership of DIGITAL CABLE GROUP, L.P., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.


Shan Gary,
Registered Agent

Dated: 7/1, 1999.

6. The name and business address of the general partner is as follows:

**DIGITAL COMMUNICATIONS GROUP, LLC
1209 Orange Street
Wilmington, Delaware 19801**

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7. The latest date upon which the limited partnership is to dissolve is December 31, 2049.

IN WITNESS WHEREOF, the Sole General Partner has executed the foregoing Certificate of Limited Partnership on the 1st day of July, 1999 in accordance with §620.114 of the Florida Statutes.

**DIGITAL COMMUNICATIONS
GROUP, LLC** a Delaware limited liability
company, General Partner


MICHAEL STONE, Managing Member

AFFIDAVIT

THE UNDERSIGNED, constituting the sole general partner of DIGITAL CABLE GROUP, L.P., a Florida limited partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

**DIGITAL COMMUNICATIONS
GROUP, LLC** a Delaware limited liability
company, General Partner


MICHAEL STONE, Managing Member

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CONSENT OF USE OF NAME

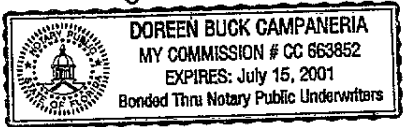
The undersigned, as Managing Member of DIGITAL COMMUNICATIONS GROUP, LLC, a Delaware limited liability company, which is qualified to do business in Florida under the name DIGITAL CABLE GROUP, LLC, hereby consents to the use of the name: "DIGITAL CABLE GROUP, L.P.", in the filing of the Certificate of Limited Partnership of DIGITAL CABLE GROUP, L.P., a Florida limited partnership.

The purpose of this consent is to authorize the Secretary of State of Florida to permit the above described filing.


MICHAEL STONE, Managing Member

Subscribed to and
sworn to before me this
1st day of July,
1999.


Notary Public
State of Florida
County of Dade



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA