



THE UNITED STATES
CORPORATION
COMPANY

B97000000306

ACCOUNT NO. : 072100000032

REFERENCE : 230233 4300090

AUTHORIZATION

COST LIMIT : \$ 52.50

Patricia Pizzuto

RECEIVED
99 MAY -6 PM 4:03
DIVISION OF CORPORATIONS

ORDER DATE : May 5, 1999

ORDER TIME : 3:06 PM

ORDER NO. : 230233-010

CUSTOMER NO: 4300090

CUSTOMER: Mary A. Roma, Legal Assistant
Baer Marks & Upham LLP
805 Third Avenue
19th Floor
New York, NY 10022

*File
2ND*

FOREIGN FILINGS

NAME: US CABLE OF COASTAL-TEXAS,
L.P.

XX PROFIT
 NON-PROFIT

XX CORPORATE
XX LIMITED PARTNERSHIP

XXXX AMENDMENT

800002866148--8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

*BK
5/6/99*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -6 AM 10:29

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

FILED STATE
DIVISION OF CORPORATIONS
99 MAY -6 AM 10:29

US CABLE OF COASTAL-TEXAS, L.P.

(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:

US Cable of Lake Forest, Inc., the sole general partner, has withdrawn.
US Cable Holdings, L.P. has been admitted as the sole general partner.

B9 9000600184

US CABLE OF LAKE FOREST, INC., sole general partner of
US CABLE HOLDINGS, L.P.

By: *G. Joseph Appio*
G. Joseph Appio, Vice President

US CABLE HOLDINGS, L.P.

(Typed or printed name of General Partner signing above)

STATE OF NEW JERSEY

COUNTY OF BERGEN

On this 31st day of March, 19 99,
personally appeared before me, Joseph Appio



who is personally known to me



whose identity I proved on the basis of _____

Angelica A. Molnar
(Notary Public Signature)

Angelica A. Molnar
(Notary's Printed Name)

ANGELICA A. MOLNAR
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES 8/13/02

Seal

My Commission Expires:
08/13/02