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August 24, 1998

00789\* - 00717 - ~~00524~~ - 00671  
~~cannot be your~~  
~~own GP~~

VIA FEDERAL EXPRESS

100002625481--2  
-08/26/98--01059--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Application By Foreign Limited Partnership for Authorization to Transact Business in Florida for Falcon Communications, L.P.

Dear Sir/Madam:

Enclosed please find a completed, notarized Application By Foreign Limited Partnership to Transact Business in Florida for Falcon Communications, L.P., a certified copy of a California Certificate of Existence for Falcon Communications, L.P., and a check in the amount of \$87.50 payable to the Division of Corporations. At your earliest convenience I request that you please process the enclosed Application By Foreign Limited Partnership to Transact Business in Florida. Thereafter, please send written confirmation of this filing to me using the enclosed pre-paid, self-addressed Federal Express envelope.

Should you have any questions, please contact me at the above direct dial telephone number. Thank you.

Very truly yours,

*Jeffrey M. Long*  
Jeffrey M. Long

Enclosures

WA819630

Name Availability	<i>MCL</i>
Document Examiner	<i>MCL</i>
Updater	<i>MCL</i>
Updater Verifier	<i>MCL</i>
Acknowledgement	<i>MCL</i>
W. P. Verifier	<i>MCL</i>

DC01/196572-1

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 22 PM 12: 15



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 27, 1998

JEFFREY M. LONG  
DOW, LOHNES & ALBERTSON, PLLC  
1200 NEW HAMPSHIRE AVENUE, N.W., STE 800  
WASHINGTON, DC 20036-6802

SUBJECT: FALCON COMMUNICATIONS, L.P.  
Ref. Number: W98000019630

We have received your document for FALCON COMMUNICATIONS, L.P. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

The limited partnership can not be its own general partner.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 298A00044365

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DIVISION OF CORPORATIONS  
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Florida Department of State, Sandra B. Mortham, Secretary of State  
**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
 AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Falcon Communications, L.P.  
 (Name of limited partnership as it is in the home state)

2. \_\_\_\_\_  
 (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. California 4. 10/23/97  
 (State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM  
 (Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road  
 (Street Address of Registered Office)

Plantation, Florida 33324  
 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.  
 C T CORPORATION SYSTEM  
Kevin Gallagher  
 (Officer must sign on this line)

**KEVIN J. GALLAGHER  
 ASSISTANT VICE PRESIDENT**

8. CT Corporation System, 915 L Street, Sacramento, California 95814-3925  
 (Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAME OF GENERAL PARTNERS STREET ADDRESS  
Falcon Holding Group, L.P., 10900 Wilshire Boulevard, 15th Floor, Los Angeles, CA 90024

693-118  
TCI Falcon Holdings, LLC C/O Tele-Communications, Inc., Terrace Tower II  
5619 DTC Parkway, Englewood, CO 80111-3000  
1998-1068

10. 10900 Wilshire Boulevard, 15th Floor, Los Angeles, CA 90024  
 (Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. 10900 Wilshire Boulevard, 15th Floor, Los Angeles, CA 90024

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 20 day of August, 19 98

Falcon Communications, L.P.  
By: Falcon Holding Group, L.P., General Partner  
By: Falcon Holding Group, Inc., General Partner

Stanley Itskowitch  
By: Stanley S. Itskowitch  
Title: Executive Vice President

STATE OF California

COUNTY OF Los Angeles

On this 20<sup>th</sup> day of August, 19 98

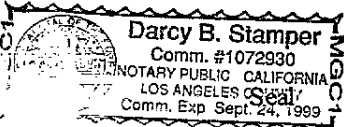
Stanley S. Itskowitch personally appeared before me,

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)



My Commission Expires: SEPTEMBER 24, 1999

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP**

Stanley S. Itskowitch, Executive Vice President of Falcon Holding Group, Inc., BEFORE ME, the undersigned, personally appeared general partner of Falcon Holding Group, L.P., a general partner of Falcon Communications, L.P., a(an) California limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 0.00 .
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00 .

*Under the penalties of perjury, I being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

This 20 day of August, 19 98 .

Falcon Communications, L.P.  
By: Falcon Holding Group, L.P., General Partner  
By: Falcon Holding Group, Inc., General Partner

Stanley Itskowitch

By: Stanley S. Itskowitch  
Title: Executive Vice President

STATE OF CALIFORNIA

COUNTY OF Los Angeles

On this 20th day of August, 19 98 .

Stanley S. Itskowitch personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

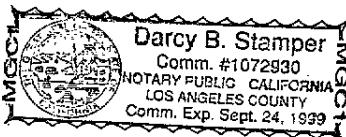
Darcy B. Stamper

(Notary) Public Signature)

Darcy B. Stamper

(Notary's Printed Name)

Seal



My Commission Expires:

September 24, 1999

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DIVISION OF CORPORATIONS