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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

000003345240--0
-08/03/00--01058--008
*****78.75 *****78.75

Excalibur Cable Communications, Ltd. CORP.

400A W 42191

- Profit
- NonProfit
- Limited Liability Company
- Foreign *Qualification*
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Excalibur Cable Communications, Ltd. Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated)
3. 65-1000821 (FEI number, if applicable)

4. April 13, 2000 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1001 West Cypress Creek Road, Suite 118, Fort Lauderdale, Florida 33309-1900
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized in Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System, c/o CT Corporation System

Office Address: 1200 S. Pine Island Road
Plantation, Florida, 33324
(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Vicky Goldstein
CT Corporation System
(Registered agent's signature)
VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SPECIAL INVESTIGATIONS
DIVISION
OPERATIONS

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

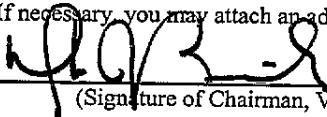
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Douglas Betlach, Vice President, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

OFFICERS:

President: Craig A. Russey, 1001 West Cypress Creek Road, Suite 118,
Fort Lauderdale, Florida 33309-1900

Secretary,
V. Pres. and
Treasurer: Douglas Beflach, 1001 West Cypress Creek Road, Suite 118,
Fort Lauderdale, Florida 33308-1900

Sole Director: Craig A. Russey, 1001 West Cypress Creek Road, Suite 118,
Fort Lauderdale, Florida 33308-1900

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXCALIBUR CABLE COMMUNICATIONS, LTD." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EXCALIBUR CABLE COMMUNICATIONS, LTD." WAS INCORPORATED ON THE THIRTEENTH DAY OF APRIL, A.D. 2000.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Handwritten signature of Edward J. Freel in black ink.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0526441

DATE: 06-27-00