

CT CORPORATION SYSTEM

CORPORATION(S) NAME

F00000007060

Tele-Communications of Colorado, Inc.

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00 DEC 20 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/20/00

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Order#: 3474745

Ref#: _____

Amount: \$ _____

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DIVISION OF CORPORATION

100003508981--1
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*****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

[Handwritten initials]
[Handwritten date]
[Handwritten initials]

**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. TELE-COMMUNICATIONS OF COLORADO, INC.

(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.)

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2. Colorado

(State or country under the law of which it is incorporated)

3. 84-1200575

(FEI number, if applicable)

4. 12-18-1991

(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. c/o Legal Department, 188 Inverness Drive West, Englewood, CO 80112

(Current mailing address)

8. Any lawful purpose for which corporations may be organized including but not limited to tele-communications.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

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.

C T Corporation System

Christy Weeks
(Registered agent's signature)

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 for list of directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached for list of officers

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

14. Mary M. McChesney, Assistant Secretary
(Typed or printed name and capacity of person signing application)

TELE-COMMUNICATIONS OF COLORADO, INC.

Business Address: c/o 188 Inverness Drive West, Englewood, CO 80112

DIRECTOR	HUSEBY	MICHAEL	P.
DIRECTOR	SOMERS	DANIEL	E.
PRES	MAZUR	JAMES	M.
SR VP	SCHULTZ	CHARLES	E.
SR VP	UNGLAUB	TOM	--
GROUP VP, HUMAN RESOURCES	AZNOIAN	KAREN	--
GROUP VP, OPERATIONS	GAMBLE	JOSEPH	A.
GROUP VP, FINANCE/SEC/ASST TREAS	MENGE	BRETT	--
GROUP VP, ENGINEERING	OLANDER	JOHN	--
GROUP VP, SALES	ZEULI	FRAN	--
VP/MARKET CFO	FRITZ	THOMAS	J.
VP/MARKET CFO	MAKOWSKI	STEVEN	W.
VP/MARKET CFO	MAKOWSKI	STEVEN	W.
GROUP VP - MEDIA SERVICES	LONGFELLOW	STEVEN	M.
VP/ASST SEC	BAILEY	RICK	D.
VP	DI BLASIO	ALEREDO	--
VP/ASST TREAS	HUSEBY	MICHAEL	P.
TREAS	DWYER	EDWARD	M.
ASST VP	GOOKIN	NOLAN	--
ASST SEC	FIALKY	JEFF	--
ASST SEC	HOWERTON	DEBRA	S.
ASST SEC	KOLES	KATHRYN	--
ASST SEC	MCCHESENEY	MARY	M.
ASST SEC	NEWCOMB	JONATHAN	B.
ASST SEC	ZEREFOS	JAMES	N.
ASST SEC - REAL ESTATE	FOSS	GEORGE	M.
ASST SEC - REAL ESTATE	VRANA	CHRISTOPHER	--
ASST SEC - TAX	BRECHER	EPHRAIM	--
ASST SEC - TAX	DUAH	ANTOINETTE	A.
ASST SEC - TAX	HAYES	MARIANNE	--
ASST SEC - TAX	LACY	KARLENE	--
ASST SEC - TAX	SHANK	JOHN	L.
ASST SEC - TAX	TUTNAUER	JEFFREY	--
ASST SEC - TAX	WIGGINS	GARY	--
ASST SEC - TREASURY	LI	JAMES	P.
ASST SEC - TREASURY	RILEY	PAUL	--
ASST SEC - TREASURY	STUHR	BRIAN	E.
ASST TREAS	HARRIS	ERROL	A.

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TALLAHASSEE, FLORIDA



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

TELE-COMMUNICATIONS OF COLORADO, INC.
(COLORADO CORPORATION)

FILE # 19911102857 WAS FILED IN THIS OFFICE ON December 18, 1991
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: November 30, 2000

Donetta Davidson

SECRETARY OF STATE