

CT CORPORATION SYSTEM

CORPORATION(S) NAME

MediaOne of Eastern Michigan, Inc.

200003602572--2

01/30/01 01099--008

*****8.75 *****8.75

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*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<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 checked="" 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		

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

1/30/01

M.S.

Order#: 3529589

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Amount: \$

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

**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. MediaOne of Eastern Michigan, 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.)
2. Delaware 3. 38-3256965
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 17, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 188 Inverness Drive West, Suite 600, Englewood, Colorado 80112

(Current mailing address)

8. Provision of cable television services.
(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

Christian Walker

(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)

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

Chairman: See Addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Addendum listing all Officers.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Glenda M. Hjar

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

14. Glenda M. Hjar, Assistant Secretary

(Typed or printed name and capacity of person signing application)

MediaOne of Eastern Michigan, Inc.
Officers as of Friday, January 19, 2001

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
James M. Mazur	President	Four Parkway Center, Suite 310 Pittsburgh, Pennsylvania 15220 USA
Joyce G. Kneeland	Senior Vice President	111 Pfingsten Road Suite 400 Deerfield, Illinois 60015 USA
Alfredo Di Blasio	Vice President	188 Inverness Drive West Englewood, Colorado 80112 USA
Kelvin Fee	Vice President	320 West 8th Street Suite #220 Bloomington, Indiana 47404 USA
Edward M. Dwyer	Treasurer	295 N. Maple Avenue Basking Ridge, New Jersey 07920-1002 USA
Nolan Gookin	Assistant Vice President	188 Inverness Drive West Englewood, Colorado 80112 USA
Jeffrey Fialky	Assistant Secretary	6 Campanelli Dr Andover, Mass 01810 USA
Errol A. Harris	Assistant Treasurer	295 North Maple Ave. Basking Ridge, New Jersey 07920 USA
Debra S. Howerton	Assistant Secretary	188 Inverness Drive West Englewood, Colorado 80112 USA
Kathryn S. Koles	Assistant Secretary	295 No. Maple Avenue Basking Ridge, New Jersey 07920-1002 USA

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MediaOne of Eastern Michigan, Inc.
Officers as of Friday, January 19, 2001

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Mary M. McChesney	Assistant Secretary	188 Inverness Drive West Englewood, Colorado 80112 USA
Jonathan B. Newcomb	Assistant Secretary	111 Pfingsten Rd, Suite 400 Deerfield, Illinois 60015 USA
Karla Tartz	Assistant Secretary	188 Inverness Drive West Englewood, Colorado 80112 USA
James N. Zerefos	Assistant Secretary	188 Inverness Drive West Englewood, Colorado 80112 USA
Karen U. Aznoian	Group Vice President - Human Resources	6 Campanelli Drive Andover, Massachusetts 01810
Rick D. Bailey	Vice President/Assistant Secretary	188 Inverness Drive West Englewood, Colorado 80112 USA
Ephraim M. Brecher	Assistant Secretary - Tax	412 Mount Kemble Ave. Morristown, New Jersey 07960 USA
Gary Burghart	Assistant Secretary	188 Inverness Drive West Englewood, Colorado 80112 USA
Antoinette A. Duah	Assistant Secretary - Tax	412 Mount Kemble Avenue Morristown, New Jersey 07960 USA
George M. Foss	Assistant Secretary - Real Estate	150 Mount Airy Basking Ridge, New Jersey 07920 USA

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MediaOne of Eastern Michigan, Inc.
Officers as of Friday, January 19, 2001

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Thomas J. Fritz	Vice President - Marketing/CFO	188 Inverness Drive West Englewood, Colorado 80112 USA
Joseph A. Gamble	Group Vice President - Operations	Four Parkway Center, Suite 310 Pittsburgh, Pennsylvania 15220 USA
Marianne Hayes	Assistant Secretary - Tax	9197 So. Peoria Street Englewood, Colorado 80112 USA
Glenda M. Hjar	Assistant Secretary	188 Inverness Drive West, #600 Englewood, Colorado 80112
Ronald L. Hummel	Vice President - Market & CFO	111 Pfingsten Road Deerfield, Illinois 60015 USA
Michael P. Huseby	Vice President/Assistant Treasurer	188 Inverness Drive West Englewood, Colorado 80112 USA
Karlene Lacy	Assistant Secretary - Tax	9197 So. Peoria Street Englewood, Colorado 80112
Steven M. Longfellow	Group Vice President - Media Services	101 Waukegan Road Lake Bluff, Illinois 60044 USA
Stephen W. Makowski	Vice President Marketing/CFO	3260 Eagle Park Dr., Suite 111 Grand Rapids, Michigan 49525 USA
Richard S. McPherson	Vice President	9785 Maroon Circle Suite 400 Englewood, Colorado 80112-5918

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FLORIDA
TALLAHASSEE

MediaOne of Eastern Michigan, Inc.
Officers as of Friday, January 19, 2001

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Brett R. Menge	Group VP-Finance/Secretary/Assistant Treasurer	5 Parkway Center, #100 Pittsburgh, Pennsylvania 15220
John Olander	Group Vice President - Engineering	300 Corliss Street Pittsburg, Pennsylvania 15220 USA
Paul Riley	Assistant Secretary - Treasury	Room 7149L1 295 North Maple Ave. Basking Ridge, New Jersey 07920 USA
Charles E. Schultz	Sr. Vice President	188 Inverness Drive West Englewood, Colorado 80112 USA
John L. Shank	Assistant Secretary - Tax	188 Inverness Drive West Englewood, Colorado 80112 USA
Brian E. Stuhr	Assistant Secretary - Treasury	295 North Maple Ave. Basking Ridge, New Jersey 07920 USA
Jeffrey Tutnauer	Assistant Secretary - Tax	412 Mount Kemble Ave. Morristown, New Jersey 07960 USA
Tom Unglaub	Sr. Vice President	300 Corliss Street Pittsburgh, Pennsylvania 15220 USA
Christopher Vrana	Assistant Secretary - Real Estate	150 Mount Airy Basking Ridge, New Jersey 07920 USA
John A. Waksmunski	Vice President - Marketing & CFO	600 North Pine Island Road Suite 100 Plantation, Florida 33324

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CLERK OF DISTRICT COURT
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

MediaOne of Eastern Michigan, Inc.
Officers as of Friday, January 19, 2001

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Gary D. Wiggins	Assistant Secretary - Tax	412 Mount Kemble Ave. Morristown, New Jersey 07960 USA
Francis Zeuli	Group Vice President - Sales	9785 Maroon Circle Englewood, Colorado 80112-5918

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TALLAHASSEE FLORIDA

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDIAONE OF EASTERN MICHIGAN, INC." 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-SIXTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0938422

DATE: 01-26-01