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01 SEP 25 AM 11:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 567188 4700692

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pijet

ORDER DATE : September 21, 2001

ORDER TIME : 9:50 AM

ORDER NO. : 567188-005

BK

CUSTOMER NO: 4700692

300004610263--5

CUSTOMER: Jalyn Tezik, Legal Assistant
Adelphia Cable Communications
1 North Main Street

Coudersport, PA 16915

FOREIGN FILINGS

NAME: HUNTINGTON CATV INC.

[Handwritten signature]

RECEIVED
01 SEP 25 AM 10:27
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

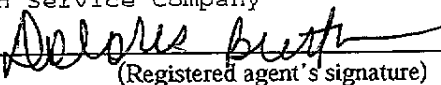
EXAMINER: _____

**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.*

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1. Huntington CATV 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. Indiana 3. 36-2786226
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 4/27/66 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1 North Main Street, Coudersport PA 16915
(Principal office address)
1 North Main Street, Coudersport PA 16915
(Current mailing address)
8. corporation is the sole member of a limited liability company to do business 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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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

14. Randall D. Fisher, Vice President
(Typed or printed name and capacity of person signing application)

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NAME	OFFICE/TITLE	MAILING ADDRESS
John J. Rigas	President and Director	1 North Main Street Coudersport, PA 16915
Michael J. Rigas	Vice President/Secretary/ Director	1 North Main Street Coudersport, PA 16915
Timothy J. Rigas	Vice President/Treasurer/ Director	1 North Main Street Coudersport, PA 16915
James P. Rigas	Vice President/Director	1 North Main Street Coudersport, PA 16915
Randall D. Fisher	Vice President/Assistant Secretary/General Counsel	1 North Main Street Coudersport, PA 16915
Orby Kelley	Vice President of Labor Relations	1 North Main Street Coudersport, PA 16915
Daniel Liberatore	Vice President/Engineering	1 North Main Street Coudersport, PA 16915
James Brown	Vice President/Finance	1 North Main Street Coudersport, PA 16915
Jeff Abbas	Vice President of Programming	1 North Main Street Coudersport, PA 16915
Michael Mulcahey	Assistant Treasurer	1 North Main Street Coudersport, PA 16915
Colin Higgin	Assistant Secretary/Deputy General Counsel	1 North Main Street Coudersport, PA 16915

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STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

To Whom These Presents Come, Greeting:

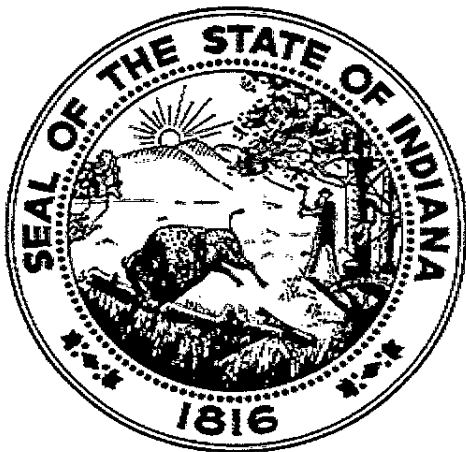
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper office to execute this certificate.

I further certify that records of this office disclose that

HUNTINGTON CATV INC

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on April 27, 1966, and was in existence or authorized to transact business in the State of Indiana on September 21, 2001.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand
and affixed the seal of the State of Indiana, at the
City of Indianapolis, this Twenty-First day of September,
2001.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State