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Comcast

Comcast Corporation
1500 Market Street
Philadelphia, PA 19102-2148
215.665.1700 Tel
215.981.7790 Fax
www.comcast.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 23 PM 3:24

May 17, 2002

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400005599994--6
-05/23/02--01058--008
*****35.00 *****35.00

RE: Comcast Cable Communications of Pennsylvania, Inc.

Dear Sir/Madam:

Find enclosed an Application for Certificate of Withdrawal for the above entity and a check in the amount of \$35.00.

Please forward the confirmation of the withdrawal to my attention at the above address in the Comcast Corporation Tax Department.

Your assistance in this matter is greatly appreciated. If you should have any questions or need additional information please do not hesitate to contact me.

Sincerely,


Andrew Tanzer

State & Local Tax Administrator
Comcast Corporation Tax Department
Phone: 215-981-7386
Fax: 801 457-9059
E-mail: Andrew_Tanzer@Comcast.com

Enclosures:

K:\TAX\STATE\Perm Files\Perm Files - Cable\Comcast Cable Communications of Pennsylvania, Inc. (PA) - FEIN = 23-2837543\Withdrawals\Florida\withdraw
FL.doc

Withdn.
V SHEPARD MAY 30 2002

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Comcast Cable Communications of Pennsylvania, Inc.

(Name of Corporation)

Pennsylvania

(Incorporated Under Laws Of)

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This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

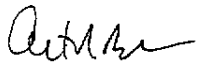
The following is a current mailing address for the corporation:

c/o Comcast Corporation Attn: Mary Kane 1500 Market Street
(Mailing Address)

Philadelphia, PA 19102

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Sr. Vice President
Title

Arthur R. Block
Typed or printed name

5-16-02
Date