

Division of Corporations

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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

CABLE HOLDCO II INC.

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Shire 1/25/2006
JAN 27 2006

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. Cable HoldCo II Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 20-2602643

(FBI number, if applicable)

4. 3/24/05

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Time Warner Cable, 290 Harbor Drive, Stamford, CT 06902

(Principal office address)

c/o Time Warner Cable, 7800 Crescent Executive Drive, Suite 56, Charlotte, NC 28217

(Current mailing address)

8. Providing telecommunications 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, NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(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.

CT Corporation System

By:

Debbie Diaz
(Registered agent's signature)

Debbie Diaz
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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: David E. O'Hayre, sole Director

Address: c/o Time Warner Cable, 290 Harbor Drive, Stamford, CT 06902

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Glenn A. Britt

Address: c/o Time Warner Cable, 290 Harbor Drive, Stamford, CT 06902

Vice President: Kristine Dankenbrink

Address: c/o Time Warner Cable, 7800 Crescent Executive Drive, Charlotte, NC 28217

Secretary: David A. Christman, Assistant Secretary

Address: c/o Time Warner Cable, 290 Harbor Drive, Stamford, CT 06902

Treasurer: Ellen Alderdice, Assistant Treasurer

Address: c/o Time Warner Cable, 7800 Crescent Executive Drive, Charlotte, NC 28217

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

13. *D. A. Christman*
(Signature of Director or Officer listed in number 12 of the application)

14. David A. Christman, VP & Assistant Secretary
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

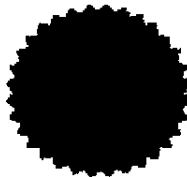
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CABLE HOLDCO II 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-FIFTH DAY OF JANUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CABLE HOLDCO II INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2005.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4475775

DATE: 01-25-06