

F95000001489

March 22, 1995

CT Corporation System
811 Dallas Avenue
Houston, TX 77002
713 658 9486
Fax 713 658 9720

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: VANGUARD CABLE CORP.
Order #: 274746

Counsel: Prime New Ventures
600 Congress, Ste. 3000
Austin, Texas 78701

Gentlemen:

As requested by counsel, we enclose for filing qualification documents on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-324-0754.

Very truly yours,

Sally Seraj
for Sally Seraj
Customer Specialist

SS:lwk

Enclosure(s)

RECEIVED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: VANGUARD CABLE CORP.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DANNY J. FENNEWALD
(Name of Person)
VANGUARD CABLE CORP.
(Firm/Company)
600 CONGRESS AVE, SUITE 3000
(Address)
AUSTIN, TX 78701
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

BURT MEADOR at (512) 476-7888
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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95 FEB 28 2:26

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. VANGUARD CABLE CORP
(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
(State or country under the law of which it is incorporated)
3. 74-2723000
(FEI number, if applicable)
4. JUNE 16, 1994
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NOT YET COMMENCED
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 600 CONGRESS AVE, SUITE 3000
AUSTIN, TX 78701
(Current mailing address)
8. CABLE TV PROVIDER
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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

Kirk Hood
(Registered agent's signature) (Officer)

Kirk Hood, Asst. Secretary
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: WILLIAM P. GLASGOW

Address: 600 CONGRESS AVE, SUITE 3000
AUSTIN, TX 78701

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: GREGORY S. MARCHBANKS

Address: 600 CONGRESS AVE, SUITE 3000
AUSTIN, TX 78701

Vice President: WILLIAM P. GLASGOW

Address: 600 CONGRESS AVE, SUITE 3000
AUSTIN, TX 78701

Secretary: DUNCAN T. BUTLER, JR

Address: 600 CONGRESS AVE, SUITE 3000
AUSTIN, TX 78701

Treasurer: WILLIAM P. GLASGOW

Address: 600 CONGRESS AVE, SUITE 3000

AUSTIN, TX 78701

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

13. (Signature)

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

14. DUNCAN T. BUTLER, JR. SECRETARY

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VANGUARD CABLE CORP." 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-FIRST DAY OF MARCH, A.D. 1995.

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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 FEB 28 PM 2:26



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2411298 8300

950061630

AUTHENTICATION:

7444739

DATE:

03-21-95