Prentice Hall Legal & Financial Services

F95000001614

ATTN: [illegible] (904) 222-7[illegible]

1201 HAYS STREET SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME | CHARTER NUMBER

Tele-Communications Inc.

000001432700
-03/17/95--01001--014
*****70.00 *****70.00

___ Amendment	___ Merger
___ Annual Report	___ Name Reservation
___ Change of Registered Agent	___ Name Registration
___ Dissolution/Withdrawal	___ Non-Profit/Articles of Incorporation
___ Domestication	___ Other
___ Fictitious Business Name	___ Profit/Articles of Incorporation
X Foreign - Profit	___ Reinstatement
___ Foreign - Non-Profit	___ Resignation of R.A., Off/Dir
___ Limited Partnership	___ Trademark
___ Limited Liability	___ UCC/Filing I
___ Mtr. Veh.	___ UCC/Filing 3

8 4/4

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 17 AM 10:00

___ Certified Copy	___ CUS
X Photocopy	___ Good Standing
___ Corporate Print-Out	___ R.A., Off/Dir Search
___ Fictitious/Owner Search	

(X) Walk in ( ) Call if Problem ( ) Will Wait (X) Pick Up 3-17 11Am
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Den BY: Kurt Plenders
BRANCH RECEIVING: FL BY: Cindi Ow
REF/JOB # 307-95-02493
CLIENT MATTER #
SAME DAY X 24 HR ___ ROUTINE ___
VERBAL REQUESTED: YES OR NO
DATE SENT: __/__/__ MAIL FAX ___ FED EXP.
FILED: __/__/__
SENT TO: BRANCH X CLIENT ___
SPECIAL INSTRUCTIONS:

CHECK #	30580
ST./CTY/ FEES	70.00
CORR. FEE/ SPEC. HANDL.	
MESSENGER	
COPIES	
FAX FEE	
OTHER	
TOTAL	

RECEIVED
95 MAR 17 AM [illegible]
DIVISION OF CORPORATIONS

White - SECRETARY OF STATE Blue - CLIENT SPECIALIST COPY Green - FILE Canary - ACCOUNTING

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Bob Magness, do hereby certify that this Resolution of the Board of Directors of Tele-Communications, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on March 27, 19 95.

Resolved, that Tele-Communications, Inc., organized and existing in the State of Delaware, hereby adopts the name TCI Tele-Communications, Inc. for use in Florida.

Dated: March 30, 1995

Signature of at least one director

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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. Tele-Communications, 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
(State or country under the law of which it is incorporated)

3. 84-1260157
(FEI number, if applicable)

4. 1-24-94
(Date of incorporation)

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

6. March 1, 1995
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 5619 DTC Parkway
Englewood, CO 80111
(Current mailing address)

8. to engage in any lawful act or activity
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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95 MAR 17 AM 10:00

9. **Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.
By: Kurt Plender (Asst. Secy.)
(Registered agent's signature)
Kurt Plender, Asst. Secy.

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: See attached

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. **OFFICERS**

President: See attached

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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DIVISION OF CORPORATIONS
95 MAR 17 AM 10:00

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

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

14. Stephen M. Brett, Executive Vice President
(Typed or printed name and capacity of person signing application)

TELE-COMMUNICATIONS, INC.
OFFICERS

Name	Office	Address
John C. Malone	Chief Executive Officer and President	5619 DTC Parkway Englewood, CO 80111
Donne F. Fisher	Executive Vice President and Treasurer	5619 DTC Parkway Englewood, CO 80111
Peter R. Barton	Executive Vice President	5619 DTC Parkway Englewood, CO 80111
Stephen M. Brett	Executive Vice President and Secretary	5619 DTC Parkway Englewood, CO 80111
Brendan R. Clouston	Executive Vice President	5619 DTC Parkway Englewood, CO 80111
Larry E. Romrell	Executive Vice President	5619 DTC Parkway Englewood, CO 80111
J.C. Sparkman	Executive Vice President	5619 DTC Parkway Englewood, CO 80111
Fred A. Vierra	Executive Vice President	5619 DTC Parkway Englewood, CO 80111

TELE-COMMUNICATIONS, INC.
DIRECTORS

Name	Address
Bob Magness	5619 DTC Parkway Englewood, CO 80111
Tony Coelho	Wertheim Schroeder Investment SVS 787 7th Avenue, 5F New York, New York 10019-643
D.F. Fisher	5619 DTC Parkway Englewood, CO 80111
John W. Gallivan	400 Tribune Building Salt Lake City, UT 84111
Jerome H. Kern	Baker & Botts 885 Third Avenue, Suite 1900 New York, NY 10022
Kim Magness	1470 S. Quebec Way, #148 Denver, CO 80231
John C. Malone	5619 DTC Parkway Englewood, CO 80111
Robert A. Naify	172 Golden Gate Avenue San Francisco, CA 94102
R. E. Turner	Turner Broadcasting, Inc. One CNN Center Atlanta, GA 30303

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELE-COMMUNICATIONS, 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 SIXTEENTH DAY OF MARCH, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 17 AM 10:00

Edward J. Freel, Secretary of State

2371729 8300

950058204

AUTHENTICATION: 7440335

DATE: 03-16-95