

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
1-800-342-8086

800-342-8086

F95000003270

**CSC networks**

PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 627573 86901D

AUTHORIZATION *Patricia Project*

COST LIMIT : 970.00

ORDER DATE : June 27, 1995

ORDER TIME : 11:10 AM

700001532557

ORDER NO. : 627573

CUSTOMER NO: 86901D

CUSTOMER: Mr. Tony Vizzotti  
Prentice Hall Legal &  
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: WARNER COMMUNICATIONS INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL -7 PM 2:01

**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. Warner Communications Inc.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. 12/30/1971 4. perpetual  
(Date of Incorporation) (Duration)
5. 13-2696809  
(Federal Employer Identification number, if applicable)
6. when qualified  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 75 Rockefeller Plaza New York, NY 10019  
(Current mailing address)
8. A general partner of Time Warner Entertainment Company, L.P.  
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

**A. Directors:**

Chairman:	<u>Peter R. Haje</u>
Address:	<u>75 Rockefeller Plaza</u> <u>New York, NY 10019</u>
Vice Chairman:	<u>Tod R. Hullin</u>
Address:	<u>75 Rockefeller Plaza</u> <u>New York, NY 10019</u>
Director:	<u>Gerald M. Levin</u> <u>75 Rockefeller Plaza</u> <u>New York, NY 10019</u>
Address:	<u>Philip R. Lochner, Jr.</u> <u>75 Rockefeller Plaza New York, NY 10019</u>
Director:	<u>Richard D. Parsons</u>
Address:	<u>75 Rockefeller Plaza</u> <u>New York, NY 10019</u>

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL -7 PM 2:01

**B. Officers:**

President: Richard D. Parsons  
Address: 75 Rockefeller Plaza  
New York, NY 10019

Vice President: Sponcer B. Rayn  
Address: 75 Rockefeller Plaza  
New York, NY 10019

Secretary: Ell T. Bruno  
Address: 75 Rockefeller Plaza New York, NY 10019  
Asst. Sec. Marie N. White/75 Rockefeller Plaza New York, NY 10019

Treasurer: R. Mackereth Ruckman  
Address: 75 Rockefeller Plaza  
New York, NY 10019

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.  
Office Address: 110 North Magnolia Street  
Tallahassee, Florida 32301  
Zip Code

**11. 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.

Registered agent's signature: By: Marie N. White Asst Sec

12. 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.

13. Marie N. White  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Marie N. White, Assistant Secretary  
(Name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WARNER 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 SIXTH DAY OF JULY, A.D. 1995.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL -7 PM 2:01



*Edward J. Freel*

Edward J. Freel, Secretary of State

0777664 8300

950151405

AUTHENTICATION: 7565349

DATE: 07-06-95

Document Number Only

F95000003270

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

100001865421

-06/18/96--01108--006

\*\*\*\*\*35.00 \*\*\*\*\*35.00

96 JUN 18  
FILED  
TALLAHASSEE  
SECRET  
CHARGE  
CHARGE

Warner Communications Inc.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Profit                        | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                    |
| <input type="checkbox"/> NonProfit                     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                      |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Foreign                       | <input type="checkbox"/> Reservation            | <input checked="" type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name           |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> CUS                    |  |
| <input type="checkbox"/> Limited Liability Partnership |   |  |
| <input type="checkbox"/> Certified Copy                |   |  |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30                |
| <input checked="" type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up        |
| <input type="checkbox"/> Mail Out                      |   |  |

Name	6/18/96
Availability	
Document Examiner	ADZ
Updater	ADZ
Verifier	ADZ
Acknowledgment	ADZ
W.P. Verifier	ADZ

PLEASE RETURN EXTRA COPY(S)  
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RECEIVED  
96 JUN 18  
SECRET  
ACTION

6/18/96

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: WARNER COMMUNICATIONS INC.

1b. The mailing address of the corporation is: 75 Rockefeller Plaza, New York, New York 10019

1c. Date of incorporation: December 30, 1971 Document number: 005000003278

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.  
1201 Hays Street, Suite 105  
Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

CF Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Marie N. White  
(Signature of an officer, chairman or  
vice chairman of the board)

5/30/96  
(Date)

Marie N. White, Assistant Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

[Signature]  
(Signature of Registered Agent)

If signing on behalf of an entity:

Richard P. Borovoy

Assistant Secretary

(Typed or Printed Name)

June 10, 1996  
(Date)

Richard P. Borovoy

Assistant Secretary

(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314