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REFERENCE : aboaso with a 690	91D
AUTHORIZATION	
COST LIHIT : \$ 122.50	
ORDER DATE : August 16, 1995	
ORDER TIHE : 10:28 AM	
ORDER NO. 1 660528	AND
CUSTOMER NO: 86901D	900001562049
CUSTOMER: Me. Bo Bodha Prentice Hall Legal & 375 Hudeon Street	
New York, NY 10014	
FOREIGN FILINGS	REC 95 AUS
NAME: KELLY CABLE SERVICES, INC.	RECEIVED 95 AUS 16 MH1: 06 DIVISION OF COMPORATION
X PROFIT CORPORATE	
NON-PROFIT LIMITED PAR	Acc 3
XX QUALIFICATION	LAHAS:
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	Si o
XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	HII:42
	1 mtn

CONTACT PERSON: Andrea C. Mabry

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. Kelly Cable Services Inc. (Name of corporation: must include the word "INCORPORATED", "COMPAN abbreviations of like import in langua, as will clearly indicate that it is a corpor partnership if not "I contained in the name at present.)	IY","CORPOR poration instr	ATION* or words or ad of a natural porson
2. Delaware (State or country under the law of which it is incorporated) 4. June 28, 1995	or, if applicab	WEE SI
(Date of Incorporation) (Duration: Year corp. w. 6. June 28, 1995 (Date first transacted business in Florida. (See seedons 607.1501, 607.1502, and 817 7. 1124 Lincoln Avenue Prospect Park, PA 19076 (Current malling address)	7.155, F.S.)	STANCE FLORIDA
8. To engage in any lawful activity for which corporation (Purpose(s) of corporation authorized in home state or country to be carricorporation law. 9. Name and street address of Florida registered agent: The Prentice-Hall Corporation Name: System, Inc. Office Address: 1201 Hays Street, Suite 105	ins may be in the	<u>organized unde</u> r general state of Florida)
Tallahassee	, Florida , .	32301 (Zip Code)
Having been named as registered agent and to accept service of corporation at the place designated in this application, I here registered agent and agree to act in this capacity. I further agree of all statutes relative to the proper and complete performance with and accept the obligations of my position as registered agent and accept the obligations of my position as registered agent. The Prentice-Hall Corporation System, (Registered agent's signature) (Registered agent's signature) 11. Attached is a certificate of existence duly authenticated, in delivery of this application to the Department of State, by the Section 1.	by accept to e to comply of my dutient. Inc.	the appointment as with the provisions as, and I am familiar an 90 days prior to

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: Masakazu Ohtau Address: _335 Mndlnon Avenue New York, NY 10017 Vice Chalemant | Illroaht Atta a Address: 335 Mad Leon Avenue New York, NY 10017 Director: Hiroshi Suguta 335 Madlaon Avonue Address: _ New York, NY 10071 Director: William Kelly Address: 1124 Lincoln Avenue Prospect Park, PA 19076 **OFFICERS** President: William Kelly Address: 1124 Lincoln Avenue Prospect Park, PA 19076 Vice President Hiroshi Suguta Address: 335 Madison Avenue New York, NY 10017

Secretary: Karen B. Sendyk

Address: 335 Madison Avenue

New York, NY 10017

Treasurer: Hiroshi Suguta
Address: 335 Madison Avenue

Address: 335 Madison Avenue
New York, NY 10017

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. Masakazu Ohtsu, Chairman

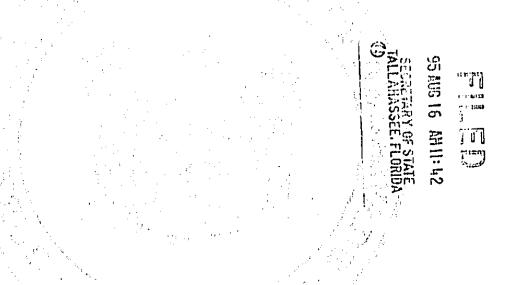
(Typed or printed name and capacity of person signing application)

Director: Gary Balsam

1143 W. Newport Center Drive Deerfield Beach, Florida 33442

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KELLY CABLE SERVICES 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 FOURTEENTH DAY OF AUGUST, A.D. 1995.





Edward J. Freel, Secretary of State

DATE:

AUTHENTICATION:

7607321

08-14-95

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