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FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 712465 6577C
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : October 19, 1995
ORDER TIME : 10:10 AM
ORDER NO. : 712465
CUSTOMER NO: 6577C

CUSTOMER: Patricia Hartzell, Legal Asst
Petree Stockton
Suite 400
4101 Lake Boone Trail
Raleigh, NC 27607

100001614961
-10/19/95--01020--003
*****70.00 *****70.00

FOREIGN FILINGS

NAME: PARK'N VIEW, 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: Jeanine Prezeau

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 19 PM 4:25

Park 'N View, Ltd.
3403 NW 55th Street
Building #10
Ft. Lauderdale, Florida 33309

October 25, 1995

FILED
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Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

VIA FACSIMILE
904/487-6012

Attention: Jennifer Sindt

Re: Qualification of Park 'N View, Inc., a Delaware
corporation to do business in Florida

Dear Jennifer:

This letter is written to advise that Park 'N View, Inc., a Delaware corporation, is affiliated with and controlled by the owners of Park 'N View, Ltd., a Florida limited partnership. Park 'N View, Ltd. consents to the use of the name Park 'N View by Park 'N View, Inc.

We understand that the foregoing will be sufficient for purposes of Park 'N View, Inc. qualifying to do business in Florida.

Please call James M. O'Connell, Esquire, of the Law Firm of Petree Stockton, L.L.P. at (919) 420-1726 if you have any questions regarding the foregoing.

BY: PARK 'N VIEW GENERAL PARTNER, INC.


By: Ian Williams, President

cc: James M. O'Connell, Esq.

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Park 'N View, 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 3. 65-0612435
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 18, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 3403 NW 55th Street, Building #10
Ft. Lauderdale, Florida 33309
(Current mailing address)

8. To engage in cable television and telecommunication services and in any lawful act or activity for which corporations may be organized.
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 Hayes Street

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.

Karen B. Pizar
(Registered agent's signature)

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.

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

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Ian Williams

Address: 3403 NW 55th Street, Building #10

Ft. Lauderdale, Florida 33309

Director: Daniel O'Connell

Address: 3403 NE 55th Street, Building #10

Ft. Lauderdale, Florida 33309

B. OFFICERS

President: Ian Williams

Executive and Chief Officer

Address: 3403 NW 55th Street, Building #10

Ft. Lauderdale, Florida 33309

Vice President: _____

Address: _____

Secretary: Anthony Allen

Address: 3403 NW 55th Street, Building #10

Ft. Lauderdale, Florida 33309

Treasurer: N/A

Address: _____

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

13.

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

14.

President and Chief Executive Officer

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

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ADDENDUM

Vice President of Operations:

Andrew Gubbels
3403 NW 55th Street
Building #10
Ft. Lauderdale, Florida 33309

Vice President of Marketing:

William Buzbee
3403 NW 55th Street
Building #10
Ft. Lauderdale, Florida 33309

Vice President of Engineering:

Yves Maynard
3403 NW 55th Street
Building #10
Ft. Lauderdale, Florida 33309

433-174074

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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 "PARK 'N VIEW, 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 THIRTEENTH DAY OF OCTOBER, A.D. 1995.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 19 PM 4:25



Edward J. Freel

Edward J. Freel, Secretary of State

2543635 8300

950235966

AUTHENTICATION: 7674162

DATE: 10-13-95