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1600 MARKET STREET • PHILADELPHIA, PA 19102-2148 • (215) 885-1700

May 9, 1996

United Parcel Service

Secretary of State
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

700001823007
-05/15/96--01098--002
*****70.00 *****70.00

700001823007
-05/15/96--01098--003
*****81.75 *****81.75

**Re: Comcast Satellite Communications, Inc.
Application for Certificate of Authority**

Dear Sir/Madam:

Enclosed herewith for filing please find the following:

1. An Application for a Certificate of Authority and a Good Standing Certificate from the State of Delaware.
2. Our company's check in the amount of \$70.00 in payment of the filing fees and another check in the amount of \$8.75 to cover the cost of a certificate of status.

When the foregoing has been filed, please forward the filed Certificate of Status to the attention of the undersigned. A pre-paid, overnight UPS envelope is enclosed for your convenience. If you would like further information, or if you have any questions, I can be reached at (215) 981-7529.

Sincerely,

Robert E. Shema

Robert E. Shema
Paralegal

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 15 AM 10:58

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

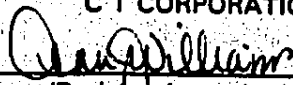
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. COMCAST SATELLITE 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. 51-033-0701
(FEI number, if applicable)
4. JUNE 17, 1991
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.150, F.S.))
7. 1500 MARKET STREET, 35th FL.
PHILADELPHIA, PA 19102-2148
(Current mailing address)
8. CABLE TELEVISION
(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



(Registered agent's signature) (Officer)

Ann T. Williams Special Assistant Secretary
(Type Name and Title of Officer)

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DIVISION OF CORPORATIONS
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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: PLEASE SEE ATTACHED EXHIBIT "A"

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: PLEASE SEE ATTACHED EXHIBIT "B"

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Exhibit "A"

Board of Directors:

Ralph J. Roberts
Brian L. Roberts
Julian A. Brodsky
Stanley Wang

The Business Address for all Directors is:

1500 Market Street 33rd Floor
Philadelphia, PA 19102

Exhibit "B"

Chairman of the Board
Vice Chairman,
Assistant Treasurer and
Assistant Secretary/
Vice Chairman
President
Senior Vice President and
Treasurer
Senior Vice President
Connecticut/California
Region
Senior Vice President
Mid-Atlantic Region
Senior Vice President
South Central Region
Senior Vice President
Northeast Region
Senior Vice President
Engineering
Senior Vice President
Southeast Region
Senior Vice President
Midwest Region
Senior Vice President
Senior Vice President
Accounting and
Administration
Senior Vice President and
Secretary
Senior Vice President
Tax Administration
Vice President,
Assistant Treasurer and
Assistant Secretary
Vice President and
Controller
Vice President
Customer Service
Vice President and
General Counsel

- Ralph J. Roberts

- Julian A. Brodsky
- Brian L. Roberts
- Thomas G. Baxter

- John R. Alchin

- Steven M. Brookstein

- Stephen A. Burch

- Glenn A. Colvin

- Michael A. Doyle

- Bradley P. Dusto

- William R. Goetz, Jr.

- Gary L. Mizga
- Lawrence S. Smith

- Michael S. Tallent

- Stanley Wang

- C. Stephen Backstrom

- Arthur R. Block

- Donald R. Erickson

- Marley D. Myers

- Thomas R. Nathan

The Business Address for all Officers and Directors is:

1500 Market Street 33rd Floor
Philadelphia, PA 19102

Treasurer: _____

Address: _____

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

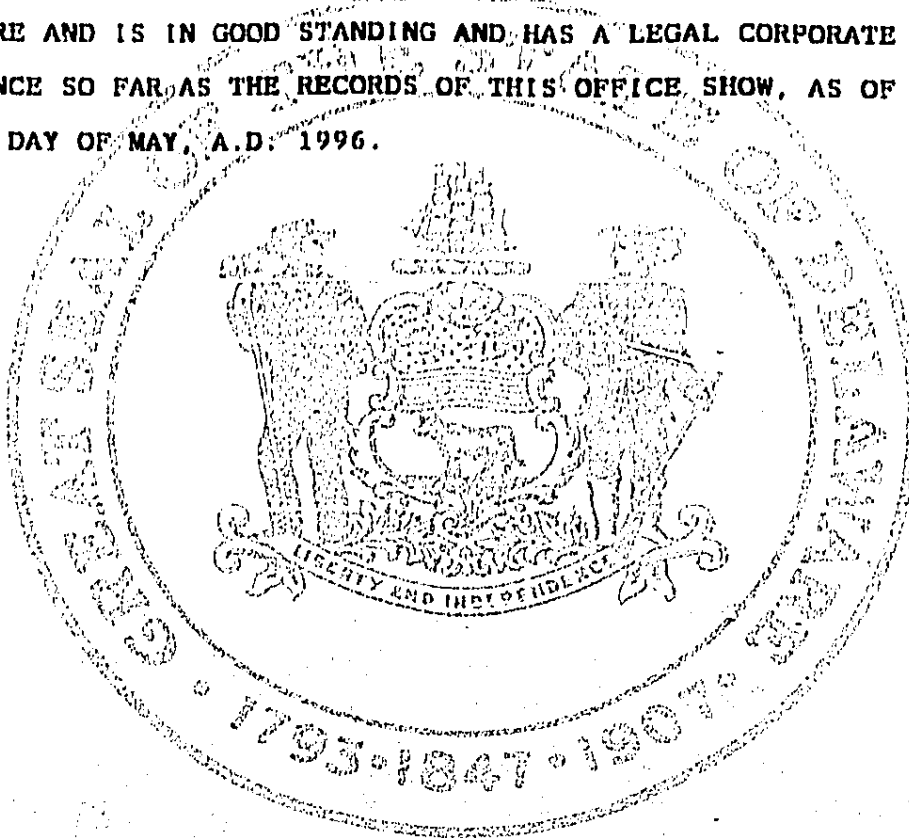
13. Arthur R. Block
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Arthur R. Block, Assistant Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMCAST SATELLITE 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 EIGHTH DAY OF MAY, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 15 AM 10:59



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 7937318

DATE: 05-08-96