

F96000002453

**COMCAST®
CORPORATION**



1500 MARKET STREET • PHILADELPHIA, PA 19102-2148 • (215) 665-1700

January 8, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002798337--1
-03/08/99-01141-002
*****35.00 *****35.00

RE: Comcast Satellite Communications, Inc. - a Delaware Corporation

Dear Sir or Madam:

This letter is to advise you that the legal entity known as Comcast Satellite Communications, Inc., a Delaware corporation ("CSC"), having authority to do business in the State of Florida, as a foreign corporation, was merged out of existence on April 1, 1998, as a result of CSC's merger into Primestar, Inc., a Delaware corporation, and should be withdrawn from your jurisdiction.

As a result of the merger, Comcast Corporation, the former parent company of CSC, no longer has the authority to request, file or execute any legal documents on behalf of the surviving corporation, Primestar, Inc., including the withdrawal of the qualification of Primestar, Inc. (as the successor by merger to CSC) from the State of Florida, the filing of annual reports or the payment of annual franchise taxes.


We request that you forward all communications relating to this matter directly to the surviving corporation as follows:

Primestar, Inc.
8085 South Chester Street
Suite 300
Englewood, CO 80112
Attention: Pam Strauss, Esq.

By a copy of this letter to Primestar, Inc., we are advising them of this request.

Sincerely,

COMCAST CORPORATION

By: 
Arthur R. Block
Vice President

cc: Primestar, Inc. - Attn. Pam Strauss, Esq.

FILED
99 MAR -8 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdraw

TU MAR 9 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 15, 1999

PRIMESTAR, INC.
% PALM STRAUSS, ESQ.
8085 SOUTH CHESTER STREET, SUITE 300
ENGLEWOOD, CO 80112

SUBJECT: COMCAST SATELLITE COMMUNICATIONS, INC.
Ref. Number: F96000002453

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

A foreign corporation authorized to transact business or conduct its affairs in Florida may withdraw its authority by completing the enclosed withdrawal application and submitting the appropriate fee.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 499A00002098

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

COMCAST SATELLITE COMMUNICATIONS, INC.
(Name of Corporation)

DELAWARE
(Incorporated Under Laws Of)

FILED
99 MAR -8 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

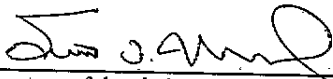
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

PRIMESTAR, INC, 8085 S CHESTER STREET
(Mailing Address)

ENGLEWOOD, CO 80112
(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board, president,
or any officer.

VP/CONTROLLER
Title

SCOTT D. MACDONALD
Typed or printed name

3/2/99
Date