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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Torrence Cablevision, U.S.A., Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Thomas Brady, Esq.
(Name of Person)

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*****70.00 *****70.00

Wells, Brown & Brady, P.A.
(Firm/Company)

P.O. Box 12584
(Address)

Pensacola, FL 32573-2584
(City/State/Zip)

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DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Thomas Brady, Esq.
(Name of Person)

at (904) 432-7646
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Torrance Cablevision, U.S.A., 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. Mississippi
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. May 5, 1995
(Date of Incorporation)
5. 99 years from date of Incorp.
(Duration: Year corp. will cease to exist or "perpetual")
6. May 31, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. _____
P.O. Box 1168, Ridgeland, MS 39158
(Current mailing address)
8. Operation of cable television systems
(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:** (P.O. Box or Mail Drop Box, **NOT** acceptable)
Name: Thomas M. Brady, Esq.
Office Address: 601 South Palafox Street
Pensacola, Florida, 32501
32573-2584 *MWB*
(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.

Thomas M. Brady
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: J. Allan Torrence

Address: 14 Northtown Dr., Suite 202
Ridgeland, MS 39211

Vice Chairman: Kim A. Torrence

Address: 14 Northtown Dr., Suite 202
Ridgeland, MS 39211

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: J. Allan Torrence

Address: 14 Northtown Dr., Suite 202
Ridgeland, MS 39211

Vice President: Kim A. Torrence

Address: 14 Northtown Dr., Suite 202
Ridgeland, MS 39211


Secretary: Kim A. Torrence

Address: 14 Northtown Dr., Suite 202
Ridgeland, MS 39211

Treasurer: Kim A. Torrence

Address: 14 Northtown Dr., Suite 202
Ridgeland, MS 39211

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. J. Allan Torrence, President
(Typed or printed name and capacity of person signing application)

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STATE OF MISSISSIPPI

SECRETARY OF STATE'S OFFICE

ERIC CLARK
SECRETARY OF STATE
JACKSON, MISSISSIPPI

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on May 05, 1995 the state of Mississippi issued a Charter/Certificate of Authority to:

TORRENCE CABLEVISION, U.S.A., INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is 99 years.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual REPORT HAS BEEN DELIVERED TO THE SECRETARY OF STATE'S OFFICE.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
May 16, 1996

Eric Clark

ERIC CLARK
Secretary of State

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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