

F9600003896



PIONEER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 035673 7107223

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 29, 1996

ORDER TIME : 2:43 PM

ORDER NO. : 035673

CUSTOMER NO: 7107223

CUSTOMER: Debra S. Keithly, Legal Asst
Sprint Spectrum L.p.
4717 Grand
5th Floor
Kansas City, MO 64112

100001909931
-08/01/96--01009--002
***122.50 ***122.50

FOREIGN FILINGS

NAME: TCI TELEPHONY SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX_ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 31 PM 3:48

mtm

96 JUL 31 PM 3:31
DIVISION OF CORPORATIONS

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. TCI TELEPHONY SERVICES, 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. COLORADO 3. 84-1286920
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. OCTOBER 20, 1994 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. on or about July 15, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5619 DTC Parkway
Englewood, CO 80111
(Current mailing address)
8. any lawful business purpose for which corporations can be organized pursuant to state law.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation Systems, Inc.
Office Address: 1201 Hays 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.

The Prentice-Hall Corporation Systems, Inc.

By: Kurt P. [Signature]
(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:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

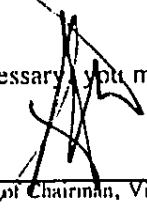
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Stephen M. Brett, Vice President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
96 JUL 31 PM 3:48

TCI TELEPHONY SERVICES, INC.

Name	Title	Address
Brendan R. Clouston*	Chairman of the Board	5619 DTC Parkway Englewood, Colorado 80111
Gerald W. Galnes*	President	5619 DTC Parkway Englewood, Colorado 80111
Gary K. Bracken	Vice President	5619 DTC Parkway Englewood, Colorado 80111
Stephen M. Brett	Vice President/ Secretary	5619 DTC Parkway Englewood, Colorado 80111
Gregory C. Crosby	Vice President	5619 DTC Parkway Englewood, Colorado 80111
Robert R. Davenport, III	Vice President	5619 DTC Parkway Englewood, Colorado 80111
Luisa Murcia	Vice President	5619 DTC Parkway Englewood, Colorado 80111
Morgan H. McChesney	Vice President	5619 DTC Parkway Englewood, Colorado 80111
Bernard W. Schotters, II	Vice President/ Treasurer	5619 DTC Parkway Englewood, Colorado 80111
Peter J. Stapp	Vice President/ Assistant Secretary	5619 DTC Parkway Englewood, Colorado 80111
Patricia Beckley	Assistant Vice President	5619 DTC Parkway Englewood, Colorado 80111
Gary Blaylock	Assistant Vice President	5619 DTC Parkway Englewood, Colorado 80111
Nolan Gookin	Assistant Vice President	5619 DTC Parkway Englewood, Colorado 80111
Greg Halsey	Assistant Vice President	5619 DTC Parkway Englewood, Colorado 80111
Dave Nosler	Assistant Vice President	5619 DTC Parkway Englewood, Colorado 80111
Colin R. Stoner	Assistant Vice President	5619 DTC Parkway Englewood, Colorado 80111
Elizabeth M. Markowski	Assistant Vice President	5619 DTC Parkway Englewood, Colorado 80111
Mary M. McChesney	Assistant Secretary	5619 DTC Parkway Englewood, Colorado 80111
Mary S. Willis	Assistant Secretary	5619 DTC Parkway Englewood, Colorado 80111

* Directors

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DIVISION OF CORPORATIONS
96 JUL 31 PM 3:48



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

TCI TELEPHONY SERVICES, INC.
(COLORADO CORPORATION)

file # 941118361 was filed in this office on OCTOBER 21, 1994, and has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 31 PM 3:48

Dated: JULY 22, 1996

Victoria Buckley

SECRETARY OF STATE



F96000003896

ACCOUNT NO. : 072100000032

REFERENCE : 408857 4321505

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pigott

ORDER DATE : May 29, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 408857-005

CUSTOMER NO: 4321505

CUSTOMER: Ms. Joan Athey
Tele-communications, Inc.
5619 Dtc Parkway
4th Floor
Englewood, CO 80111

500002197525--0

FOREIGN FILINGS

NAME: TCI TELEPHONY SERVICES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

FILED
97 JUN -2 PM 2:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

RECEIVED
97 JUN -2 AM 11:24
DIVISION OF CORPORATION

6/2
John
Name Change

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

(s. 607.1504, F.S.)

FILED
97 JUN -2 PM 2:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I (1-3 must be completed)

1. TCI Telephony Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Colorado
3. Date authorized to do business in Florida: July 31, 1996

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 31, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

TCI Spectrum Holdings, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


Signature

Stephen M. Brett

Typed or printed name

May 19, 1997

Date

Vice President/Secretary

Title



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF

THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON
DECEMBER 31, 1996 CHANGING THE CORPORATE NAME OF

TCI TELEPHONY SERVICES, INC.
(COLORADO CORPORATION)

TO

TCI SPECTRUM HOLDINGS, INC.

Dated: May 19, 1997

Victoria Buckley

SECRETARY OF STATE