



THE UNITED STATES
CORPORATION
COMPANY

F96000003896

ACCOUNT NO. : 072100000032

REFERENCE : 408857 4321505

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizut

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

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

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

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.)

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