

F9600005300

1301 HAYS STREET
TALLAHASSEE, FL 32301-2600
TEL: 904-222-0300
FAX: 904-222-0300



ACCOUNT NO. : 072100000032

REFERENCE : 126002 6040A

AUTHORIZATION : *Patricia Pijute*

COST LIMIT : \$ 70.00

ORDER DATE : October 18, 1996

ORDER TIME : 11:45 AM

ORDER NO. : 126002-005

100001988451--8

CUSTOMER NO: 6040A

CUSTOMER: Allen C. Jacobson, Esq
Tele-media Corporation
P. O. Box 5301
320 West College Avenue
Pleasant Gap, PA 16823

FOREIGN FILINGS

096-22529

NAME: TELE-MEDIA CORPORATION OF
DELAWARE

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

DIVISION OF CORPORATION

95 OCT 22 PM 3:13 96 OCT 22 AM 11:54

RECEIVED

SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED

mtm
10/23



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1996

CSC-MICHAEL KLUNK

SUBJECT: TELE-MEDIA CORPORATION OF DELAWARE
Ref. Number: W96000022529

We have received your document(s) in this office, however, the document is being returned for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 196A00048740

RESUBMIT

Please give original
submission date as file date.

RECEIVED
96 OCT 23 AM 11:33
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 22 AM 11:54

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Tele-Media Corporation of Delaware
(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 3. 51-0279855
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/23/84 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 320 West College Avenue
Pleasant Gap, PA 16823
(Current mailing address)

8. Management of CATV 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:**

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 Hayes 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.

Carol K. Dolor

(Registered agent's signature)

Carol K. Dolor Authorized Representative

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 22 AM 11:54

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert E. Tudek

Address: 320 West College Avenue, P O Box 5301

Pleasant Gap, PA 16823

Vice Chairman: Everett L. Mundy

Address: 320 West College Avenue, P O Box 5301

Pleasant Gap, PA 16823

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Robert E. Tudek

Address: 320 West College Avenue, P O Box 5301

Pleasant Gap, PA 16823

Vice President: _____

Address: _____

Secretary: Jon A. Allegratti

Address: 320 West College Avenue, P O Box 5301

Pleasant Gap, PA 16823

Treasurer: Robert D. Stemler

Address: 804 Jacksonville Road, P O Box 39

Bellefonte, PA 16823

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

13.

Allen C. Jacobson VP
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Allen C. Jacobson, Vice President of Legal Affairs

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 22 AM 11:54

TELE-MEDIA CORPORATION OF DELAWARE

LIST OF DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Robert E. Tudek	Chairman, President, and Chief Executive Officer	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Everett I. Mundy	Vice Chairman	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823

LIST OF OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Robert E. Tudek	Chairman, President, and Chief Executive Officer	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Everett I. Mundy	Vice Chairman	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Jon A. Allegretti	Executive Vice President of Finance and Secretary	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Thomas F. Kenly	Senior Vice President	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Robert D. Stemler	Senior Vice President of Finance and Treasurer	804 Jacksonville Road P. O. Box 39 Bellefonte, PA 16823
Douglas F. Best, III	Senior Vice President of Business Development	67 Pease Point Way P. O. Box 1858 Vineyard Haven, MA 02568
Ralph E. Steffan	Senior Vice President	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 20 AM 11:51

TELE-MEDIA CORPORATION OF DELAWARE
LIST OF OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Richard W. Shore	Vice President of Corporate Development and Tax Affairs	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Robert R. Shepherd	Senior Vice President and General Sales Manager	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Frank R. Vicente	Senior Vice President of Operations and General Manager and Assistant Secretary	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Gerald P. Corman	Senior Vice President and General Manager	6434 East Main Street P. O. Box 385 Reynoldsburg, OH 43068
Tony S. Swain	Senior Vice President and Director of Engineering	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
James M. Trostle	Senior Vice President	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Robert H. Stewart	Vice President and Director of Purchasing	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Charles J. Hilderbrand	Vice President and General Manager	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Steven E. Koval	Vice President of Accounting/ Management Information Services	804 Jacksonville Road P. O. Box 39 Bellefonte, PA 16823
Thomas E. Mundy	Vice President	13101 Langtree Drive Richmond, VA 23233

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 OCT 22 4:11:54

TELE-MEDIA CORPORATION OF DELAWARE
LIST OF OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Robert R. Shock	Vice President and General Manager	6863 Vista Parkway North West Palm Beach, FL 33411
Allen C. Jacobson	Vice President of Legal Affairs and Assistant Secretary	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Elsie M. Tudek	Administrative Vice President and Assistant Secretary/ Assistant Treasurer	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Jean C. Brown	Administrative Vice President and Assistant Secretary	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Burton G. Peterson	Assistant Administrative Vice President	6863 Vista Parkway North West Palm Beach, FL 33411
Ralph E. Steffan, III	Assistant Vice President and Assistant General Manager	6863 Vista Parkway North West Palm Beach, FL 33411
Wayne P. Harrison	Assistant Vice President and Assistant General Manager	6434 East Main Street P. O. Box 385 Reynoldsburg, OH 43068
Anthony Masella, Jr.	Assistant Vice President of Marketing	3934 Lake Padgett Drive Land O'Lakes, FL 34639
Jonathan P. Young	Assistant Vice President of Legal Affairs	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823

10/1/96

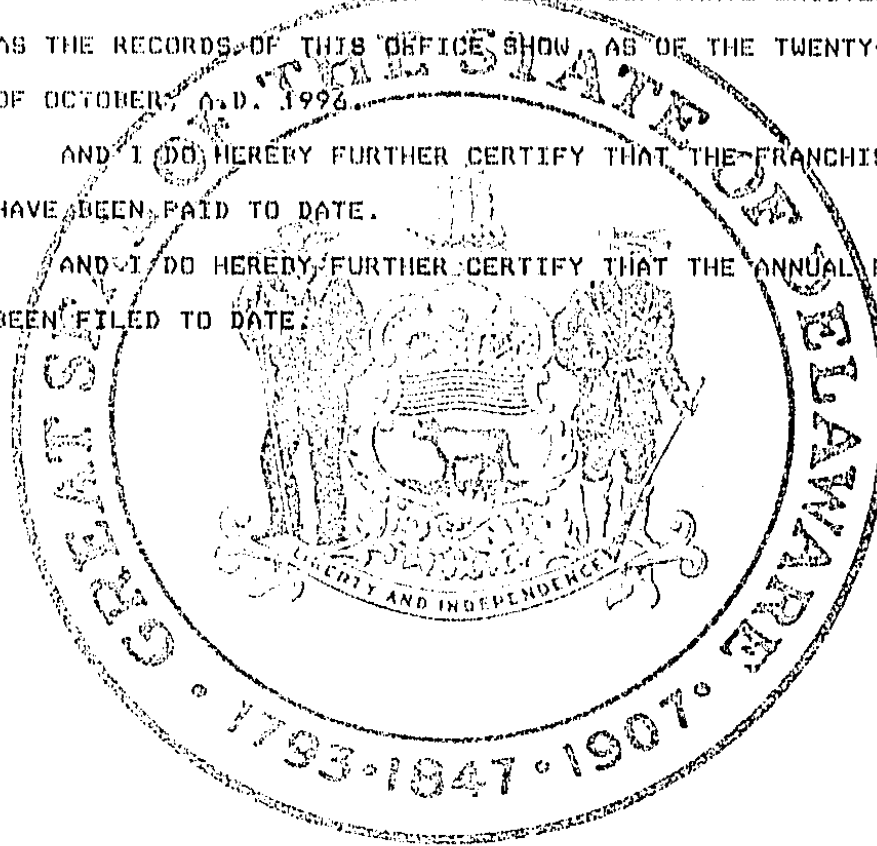
FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 500 223 AM
 10/1/96

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREDY CERTIFY "TELE-MEDIA CORPORATION OF DELAWARE" 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 TWENTY-FIRST DAY OF OCTOBER, A.D. 1996.

AND I DO HEREDY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREDY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 22 AM 11:54



2040460 8300

960304433

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8153948

10-21-96