

# F97000006751

BAY CABLE MANAGEMENT, INC.

Suite 202  
2444 Solomons Island Road  
Annapolis, Maryland 21401  
(410) 266-9393  
Washington (301) 970-2121  
Telefax (410) 266-9054

December 11, 1997

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

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

Re: Registration of Foreign Corporation for  
Bay Cable Management, Inc.

000002377820--2  
-12/19/97--01071--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom it May Concern:

Enclosed please find the following:

1. Transmittal Letter;
2. Application for Foreign Corporation for Authorization to Transact Business in Florida;
3. Certificate of Good Standing (Certificate of Existence); and
4. Our check for \$78.75, which includes the registration fee and a certificate of status.

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Please return the Certificate of Status to us for our records.

Should you have any questions or require additional information, please do not hesitate to contact me at your earliest convenience.

Sincerely,

  
Roy E. Hayes, Jr.  
President

REH:kg

Enclosures

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Bay Cable Management, 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:

Roy E. Hayes, Jr.  
(Name of Person)  
Bay Cable Management, Inc.  
(Firm/Company)  
2444 Solomons Island Road, Suite 202  
(Address)  
Annapolis, Maryland 21401  
(City/State/Zip)

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

Roy E. Hayes, Jr. at ( 410 ) 266-9393  
(Name of Person) (Area Code & Daytime Telephone Number)

### COURIER ADDRESS:

Qualification/Tax Lien Section  
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. Bay Cable Management, 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. Maryland  
(State or country under the law of which it is incorporated)
3. 52-1723678  
(FEI number, if applicable)
4. March 4, 1991  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 1997  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2444 Solomons Island Road, Suite 202  
Annapolis, Maryland 21401  
(Current mailing address)
8. Serve as General Partner of Partnership which owns cable television systems  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)  
  
Name: Roy E. Hayes, Jr.  
  
Office Address: 110 State Road 419, Suite A  
Winter Springs, Florida, 32708  
(Zip code)

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**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.*

  
(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: Roy E. Hayes, Jr.

Address: 2444 Solomons Island Road, Suite 202

Annapolis, Maryland 21401

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Michael S. O'Brien

Address: 2444 Solomons Island Road, Suite 202

Annapolis, Maryland 21401

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Roy E. Hayes, Jr.

Address: 2444 Solomons Island Road, Suite 202

Annapolis, Maryland 21401

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Michael S. O'Brien

Address: 2444 Solomons Island Road, Suite 202

Annapolis, Maryland 21401

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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**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. Roy E. Hayes, Jr., President

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

# STATE OF MARYLAND

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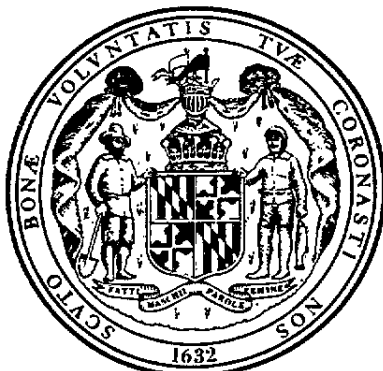
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, GLORIA J. WATSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT BAY CABLE MANAGEMENT, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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DIVISION OF CORPORATIONS



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 8TH DAY OF DECEMBER, 1997.

*Gloria J. Watson*  
GLORIA J. WATSON  
OFFICE SUPERVISOR II