

F98000000083
CR COMMUNICATIONS, INC.

December 11, 1997

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN - 6 PM 1:19

Re: Registration of Foreign Corporation for CR Communications, Inc.

To Whom it May Concern:

W97-28215

Enclosed please find the following:

800002375508--7
-12/17/97--01100--001
*****78.75 *****78.75

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.

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,

CR COMMUNICATIONS, INC.


Roy E. Hayes, Jr.
President

REH:kg

Enclosures

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CR Communications, 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)
CR Communications, 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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1997

ROY E. HAYES, JR.
CR COMMUNICATIONS, INC.
244 SOLOMONS ISLAND RD., STE. 202
ANNAPOLIS, MD 21401

SUBJECT: CR COMMUNICATIONS, INC.
Ref. Number: W97000028215

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We have received your document for CR COMMUNICATIONS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 097A00059444

CR COMMUNICATIONS, INC.

December 31, 1997

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Ms. Jennifer Sindt
Document Examiner
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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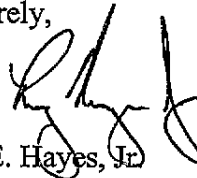
Re: Registration of Foreign Corporation for CR Communications, Inc.

Dear Ms. Sindt:

Pursuant to your correspondence dated December 18, 1997, a copy of which is attached, enclosed please find a Resolution of Board of Directors of CR Communications, Inc. adopting the alternate name of CR Com Co. for use in the State of Florida.

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

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Roy E. Hayes, Jr., do hereby certify
(Name)

that this Resolution of the Board of Directors of CR Communications, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Maryland,

was duly adopted on December 31, 1997.

Be it resolved, that CR Communications, Inc.,
(Corporate Name)

organized and existing in the State of Maryland, hereby adopts the name

CR Com Co. for use in Florida.

Dated: December 31, 1997

CR COMMUNICATIONS, INC.

By: 

Signature of either Chairman, Vice Chairman or any officer
Roy E. Hayes, Jr.

Roy E. Hayes, Jr.

Type or print name

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**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. CR Communications. 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 3. 52-2049163
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 31, 1997 5. Perpetual
(Date of incorporation) (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)

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)

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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

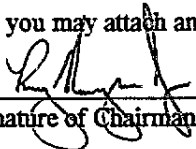
Annapolis, Maryland 21401

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

591039

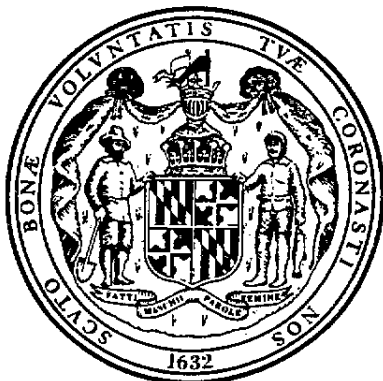
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER 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 CR COMMUNICATIONS, 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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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.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER