

F980000002789



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 811619 5048831

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pujols

ORDER DATE : May 7, 1998

ORDER TIME : 11:57 AM

ORDER NO. : 811619-005

CUSTOMER NO: 5048831

CUSTOMER: Ms. Mary M. Mcchesney
Tele-communications, Inc.
5619 Dtc Parkway

Englewood, CO 80111-3000

200002525802--9

FOREIGN FILINGS

NAME: TCI MULTICOUNTRY DTH, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

W 5/15
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98 MAY 15 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
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TALLAHASSEE CORPORATION

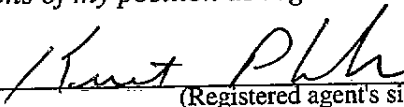
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*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 MULTICOUNTRY DTH, 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
(State or country under the law of which it is incorporated)
3. 84-1440960
(FEI number, if applicable)
4. October 3, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5619 DTC Parkway
Englewood, Colorado 80111
(Current mailing address)
any lawful business purpose for which corporations may be organized pursuant to the Florida Business Corporation Act
8. _____
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
The Prentice-Hall Corporation
System, Inc.
Name: _____
1201 Hays Street
Office Address: _____
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.


(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.

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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

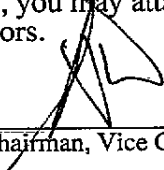
Secretary: _____

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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TCI MULTICOUNTRY DTH, INC.

Name	Title	Business Address
John C. Malone	Chairman of the Board	5619 DTC Parkway Englewood, CO 80111
David Evans *	President	5619 DTC Parkway Englewood, CO 80111
Miranda Curtis	Executive Vice President	5619 DTC Parkway Englewood, CO 80111
Graham E. Hollis	Executive Vice President	5619 DTC Parkway Englewood, CO 80111
Gregory B. Armstrong	Senior Vice President	5619 DTC Parkway Englewood, CO 80111
Stephen M. Brett *	Vice President/Secretary	5619 DTC Parkway Englewood, CO 80111
Richard L. Rexroat, Jr.	Vice President	5619 DTC Parkway Englewood, CO 80111
Bernard W. Schotters, II	Vice President/Treasurer	5619 DTC Parkway Englewood, CO 80111
Patricia Beckley	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Gary Blaylock	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Nolan Gookin	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Dave Nosler	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Colin R. Stoner	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Elisa Fuller	Assistant Secretary	5619 DTC Parkway Englewood, CO 80111
Philip Goodwin	Assistant Secretary	Five Chancery Lane Clifford's Inn London EC4A 1B
Paul D. Hunston	Assistant Secretary	The Quadrangle Imperial Square Cheltenham, Gloucestershire GL50 1YX
Mary M. McChesney	Assistant Secretary	5619 DTC Parkway Englewood, CO 80111
William L. Wedum	Assistant Secretary	5619 DTC Parkway Englewood, CO 80111
Mary S. Willis	Assistant Secretary	5619 DTC Parkway Englewood, CO 80111

* - Directors



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ACCORDING TO THE RECORDS OF THIS OFFICE

TCI MULTICOUNTRY DTH, INC.
(COLORADO CORPORATION)

FILE # 19971159146 WAS FILED IN THIS OFFICE ON October 03, 1997
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.

Dated: April 30, 1998

Victoria Buckley

SECRETARY OF STATE