

F98000005739

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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

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Medaone Acquisitions of Northern Illinois, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. MediaOne Acquisitions of Northern Illinois, 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. Illinois

(State or country under the law of which it is incorporated)

3. 04-3270265

(FEI number, if applicable)

4. March 9, 1995

(Date of incorporation)

5. Perpetual

(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 817.155, F.S.))

7. 5613 DTC Parkway, Suite 700, Englewood, CO 80111

(Current mailing address)

8. Any lawful activity

(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)

Name: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature)

Marcia J. Sunahara

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)

SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. K M Writer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Karin M. Writer, Assistant Secretary
(Typed or printed name and capacity of person signing application)

**MediaOne Acquisitions of Northern Illinois, Inc.
Directors as of Monday, October 12, 1998**

Name

Business Address

Dates

Janice C. Peters

Notes :

President & Chief Executive Officer
MediaOne Group, Inc.
188 Inverness Drive west
Suite 500
Englewood, Colorado
80112

[A] indicates an Associate Director

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MediaOne Acquisitions of Northern Illinois, Inc.
Officers as of Monday, October 12, 1998

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Nancy B. Andersson	Assistant Secretary	5613 DTC Parkway Suite 700 Englewood, Colorado 80111
Stephen E. Brilz	Assistant Secretary	5613 DTC Parkway Suite 700 Englewood, Colorado 80111
Ronald H. Cooper	Executive Vice President	188 Inverness Suite 500 Englewood, Colorado 80112
Frank M. Eichler	Vice President	188 Inverness Drive West Suite 500 Englewood, Colorado 80112
Douglas D. Holmes	Executive Vice President - Finance and Strategy	188 Inverness Drive West Suite 500 Englewood, Colorado 80112
Alan F. Jastczemski	Vice President - Telecommunications and Development	688 Industrial Drive Elmhurst, Illinois 60126
Robert P. Kikes	Senior Vice President, Chief Financial Officer, Treasurer & Senior Vice President-Finance	188 Inverness Drive West Suite 500 Englewood, Colorado 80112
Sean C. Lindsay	Assistant Secretary	5613 DTC Parkway Suite 700 Englewood, Colorado 80111
Sharon A. O'Leary	Secretary	188 Inverness Drive West Suite #530 Englewood, Colorado 80112
Janice C. Peters	President	188 Inverness Drive west Suite 500 Englewood, Colorado 80112

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MediaOne Acquisitions of Northern Illinois, Inc.
Officers as of Monday, October 12, 1998

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Steven Reimer	Vice President - Operations	688 Industrial Drive Elmhurst, Illinois 60126
Jeffery Scheuerman	Assistant Secretary	688 Industrial Drive Elmhurst, Illinois 60126
Emmett F. White	Senior Vice President	688 Industrial Drive Elmhurst, Illinois 60126
Karin M. Writer	Assistant Secretary	5613 DTC Parkway Suite 700 Englewood, Colorado 80111

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File Number 5823-503-2



To all to whom these Presents Shall Come, Greeting

I, George H. Ryan, Secretary of State of the State of Illinois

do hereby certify that

MEDIAONE ACQUISITIONS OF NORTHERN ILLINOIS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MARCH 9, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

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In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 13TH
day of OCTOBER *A.D., 19* 98.

George H Ryan

SECRETARY OF STATE