

Document Number On

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

F99000005153

300003007333--9
-10/06/99--01059--001
*****70.00 *****70.00

CORPORATION(S) NAME

Desert Communications VII, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

10/06/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 PM 1:57
RECEIVED
99 OCT -6 AM 11:41
DIVISION OF STATE
TALLAHASSEE, FLORIDA

B/C

10/6/99

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. Desert Communications VII, 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. Delaware

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

3. 86-0877467

(FEI number, if applicable)

4. June 12, 1997

(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. 1850 N. Central Avenue, Phoenix, Arizona 85004

(Current mailing address)

8. To own and manage cable companies.

(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: C T Corporation System

Office Address: c/o C T Corporation System, 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

Vickie M. Prince

(Registered agent's signature) (Officer)

Vickie M. Prince, Asst. Secy.

(Type Name and Title of Officer)

DIVISION OF STATE CORPORATIONS
9-6 PM 1:57

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 PM 1:57

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

13. Betty J. Pecha
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Betty J. Pecha, Secretary
(Typed or printed name and capacity of person signing application)

Directors & Officers

Desert Communications VII, Inc.

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Breyne, Matthew M.	Director	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 N/A
Eichenfield, Samuel L.	Director	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 N/A
	Chief Executive Officer	
Breyne, Matthew M.	President	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 N/A
Carr, Ward B.	Vice President	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 N/A
Curtin, James H.	Vice President & Assistant Secretary	1850 N. Central Ave. Suite 2209 Phoenix, AZ 85002-2209
Hallinan, William J.	Vice President & Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 N/A
Huckins, Melissa C.	Vice President-Assistant Treasurer	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 N/A
Inman, Deborah A.	Vice President & Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 N/A
Kilrea, Jeffrey S.	Vice President	311 South Wacker Drive Suite 4400 Chicago, IL 60606-6618
Nelson, Virginia H.	Vice President-Cash Management & Treasury Operations	1850 N. Central Ave. P. O. Box 2209 Phoenix, AZ 85002-2209 N/A
Smythe, Meilee	Vice President-Treasurer	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 N/A
Pecha, Betty J.	Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 N/A
Ciancola, Veronica D.	Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 N/A
Itkin, Robert J.	Assistant Secretary	7272 E. Indian School Rd Suite 410 Scottsdale, AZ 85251
Rogers, Michael G.	Assistant Secretary	311 South Wacker Drive Suite 4400 Chicago, IL 60606

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 PM 1:57

Directors & Officers

Watson, Diana L.

Assistant Secretary

1850 N. Central Ave.
P. O. Box 2209
Phoenix, AZ 85002-2209

N/A

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -6 PM 1:57

State of Delaware
Office of the Secretary of State

PAGE 1

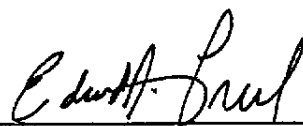
FILED STATE
DIVISION OF CORPORATIONS
99 OCT -6 PM 1:57

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DESERT COMMUNICATIONS VII, INC." 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 FIFTEENTH DAY OF SEPTEMBER, A.D. 1999.

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

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




Edward J. Freel, Secretary of State

2761616 8300

991386205

AUTHENTICATION:

9971738

DATE:

09-15-99