

F990000006327



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 466668 4610A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 130.00

ORDER DATE : November 5, 1999

ORDER TIME : 10:10 AM

ORDER NO. : 466668-060

100003064311--7

CUSTOMER NO: 4610A

CUSTOMER: Mr. Douglas N. Smith
Adelphia Communication
Po Box 472
1 North Main Street
Coudersport, PA 16915

FOREIGN FILINGS

NAME: ACC OPERATIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
99 DEC -8 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC -8 PM 12:19
TALLAHASSEE, FLORIDA
66-87

**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. ACC OPERATIONS, 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 3. 25-1837984
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 29, 1999 5. Perpetual
(Date of incorporation) (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. 1 North Main Street
Coudersport, PA 16915
(Current mailing address)
Cable Television Services To engage in any act or activity for which corporations may be organized.
8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street
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.

Corporation Service Company
By: Dolores Burton
(Registered agent's signature)

Dolores Burton, Assistant Vice President

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)

FILED
99 DEC -8 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

FILED
99 DEC -8 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. Randall D. Fisher
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Randall D. Fisher, Vice President
(Typed or printed name and capacity of person signing application)

DIRECTORS

<u>Name</u>	<u>Address</u>
John J. Rigas	1 North Main Street Coudersport PA 16915
Michael J. Rigas	1 North Main Street Coudersport PA 16915
Timothy J. Rigas	1 North Main Street Coudersport PA 16915
James P. Rigas	1 North Main Street Coudersport PA 16915

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
John J. Rigas	President	1 North Main Street Coudersport PA 16915
Michael J. Rigas	Executive Vice President	1 North Main Street Coudersport PA 16915
James P. Rigas	Executive Vice President	1 North Main Street Coudersport PA 16915
Timothy J. Rigas	Executive Vice President/ Treasurer	1 North Main Street Coudersport PA 16915
Randall D. Fisher	Vice President/ Assistant Sec./ General Counsel	1 North Main Street Coudersport PA 16915
Jim Brown	Vice President/ Finance	1 North Main Street Coudersport PA 16915
Colin Higgin	Asst. Secretary/ Deputy General Counsel	1 North Main Street Coudersport PA 16915
Michael C. Mulcahey	Asst. Treasurer	1 North Main Street Coudersport PA 16915

FILED
99 DEC -8 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACC OPERATIONS, 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 FIFTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
99 DEC -8 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3022577 8300

991471455

AUTHENTICATION: 99066201

DATE: 11-05-99