

L97000000641

185 N.E. 21st Street
Boca Raton, Florida 33431
6 June 1997

Ms. Beth Register
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

SUBJECT: MediaCom, L.C.

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent
\$ 8.75 Certificate of Status
\$ 52.50 Certified Copy

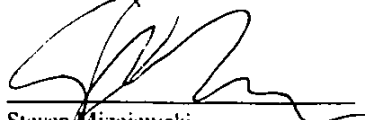
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****346.25 ****346.25

Enclosed is a check for \$346.25 for the aforementioned filing fees.

FROM: Steven Mizejewski
185 N.E. 21st Street
Boca Raton, Florida 33431

Daytime Telephone Number: (561) 368 - 0105

Thank you for your assistance.


Steven Mizejewski

202 608 2305
Kip Jones

Steven gave consent
to all RA acceptance
BR 6/11/97

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF MEDIACOM, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPLE PLACE OF BUSINESS

The name of the limited liability company shall be MediaCom, L.C., and its principle office shall be located at 185 N.E. 21st Street, Boca Raton, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Ronald Kipling Jones
803 Gaillard Drive
Tuskegee, Alabama 36083

James G. Farnes and Ilona Farnes
621 N.E. 23rd Court
Pompano Beach, Florida 33064-5504

Steven Mizejewski
185 N.E. 21st Street
Boca Raton, Florida 33431

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminated the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.


ARTICLE VI

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

In compliance with Florida Statute 608. 407(2), the undersigned member or authorized representative of a member of MediaCom, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$150.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$00.00.
A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by the members is \$150.00.
This total includes the amounts from 2 and 3 above.



Ronald Kipling Jones

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

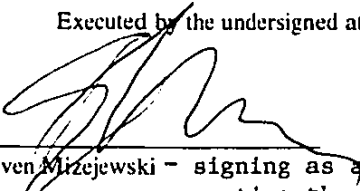
ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

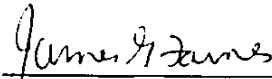
The address of the initial registered office of the limited liability company is 185 N.E. 21st Street, City of Boca Raton, County of Palm Beach, State of Florida, and the name of the company's initial agent at that address is Steven Mizejewski.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MediaCom, L.C.

Executed by the undersigned at Boca Raton, Florida on 6 June 1997.


Steven Mizejewski - signing as a member and
accepting the designation
the registered agent.


Ronald Kipling Jones


James G. Farnes

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