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LAW OFFICE
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RICHARD T. JONES
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TED C. PROSSER, III

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(352) 375-5365

May 6, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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To Whom It May Concern:

I have enclosed three (3) separate filings. Please file these materials in the following order:

First, please file the Amendment to the Articles of Incorporation of Whithill Cable Vision, Inc., Document Number P98000017840, changing its name to Palm Cay Cable Vision, Inc. Attached is a check for \$43.75 for the \$35.00 filing fee and \$8.75 for a certified copy.

Second, please file the Articles of Organization of Whithill Cable Vision, LLC with the attached Affidavit of Membership and Contribution and Designation of Registered Agent. Attached is a check for \$337.50 for the \$250.00 filing fee, the \$35.00 designation of registered agent fee, and \$52.50 for a certified copy.

Third, please file the Articles of Merger merging Palm Cay Cable Vision, Inc. into Whithill Cable Vision, LLC with the attached Plan of Merger. Attached is a check for \$140.00, \$52.50 for the LLC, \$35.00 for the corporation and \$52.50 for a certified copy.

If you have any questions regarding this filing, please call me.

Sincerely,

RICHARD T. JONES, P.A.

Ted C. Prosser, III

Ted C. Prosser, III

TCP/mag
Enclosures

L99-2691

Name	<i>92-512</i>
Availability	<i>OK</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgement	<i>OK</i>
V. S. Verifier	<i>OK</i>

ARTICLES OF ORGANIZATION OF WHITHILL CABLE VISION, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, chapter 608, Florida Statutes, hereby make, acknowledge, and file these Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be WHITHILL CABLE VISION, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 1720 SW 55th Lane, Ocala, Florida 34474.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Richard T. Jones, 912 NE 2nd Street, Gainesville, Florida 32601.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other

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TALLAHASSEE, FLORIDA

members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

NAME:

ADDRESS:

Jon M. Kurtz

1720 S.W. 55th Lane, Ocala, Florida 34474

Kay Osborne Kurtz

1720 S.W. 55th Lane, Ocala, Florida 34474

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Ocala, Florida, on this 6 day of May, 1999.

Kay Osborne Kurtz
KAY OSBORNE KURTZ

Member

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 6 day of May, 1999 by KAY OSBORNE KURTZ, who is personally known to me or has produced _____ as identification and who did (did not) take an oath.

Marianne L. De Salvo
Notary Public Signature

(Seal)

Name of Acknowledger

Title or Rank

MARIANNE L. DE SALVO
NOTARY PUBLIC - State of Florida
Commission Expires - October 23, 2002
Commission No. CC 781768

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STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WHITHILL CABLE VISION, L.L.C., deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is: \$1,000.00.
3. The agreed value of property other than cash contributed by the members is: \$0.00
4. The amount anticipated to be contributed by the members is \$735,893.00, which is the value of PALM CAY CABLE VISION, INC., the corporation to be merged into this L.L.C.

Dated this 6 day of May, 1999.

Kay Osborne Kurtz
KAY OSBORNE KURTZ
Member

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 6 day of May, 1999, by Kay Osborne Kurtz.

(SEAL)

MARIANNE L. DE SALVO
NOTARY PUBLIC - State of Florida
Commission Expires - October 23, 2002
Commission No. CC 781768

Marianne L. De Salvo
Notary Public, State of Florida

Personally known ☒
or Produced Identification ☐

Type of Identification Produced _____

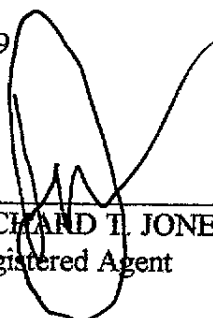


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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of WHITHILL CABLE VISION, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with, and accepts, the obligations of the position of registered agent.

Signed this 6th day of May, 1999



RICHARD T. JONES
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA