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Document Number Only

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

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-12/06/00--01055--019
****160.00 ****160.00

CORPORATION(S) NAME

WXI/MCN Subs III Gen-Par, L.L.C.

<input 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 checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 430
<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 _____
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W.P. Verifier _____

12/06/00

Order#:

Ref#:

Amount:\$

RECEIVED
00 DEC -6 PM 2:49
00 DEC -8 PM 12:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
CORPORATION
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

12-00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. WXI/MCN Subs III Gen-Par, L.L.C.
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. pending
(FEI number, if applicable)

4. 12/1/00
(Date of Organization)

5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 100 Crescent Court, Suite 1000, Dallas, Texas 75201

(Street address of principal office)

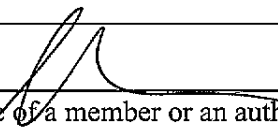
8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

85 Broad Street, New York, New York 10004

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: to act as general partner of a
limited partnership


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ALAN S. KAVA

Typed or printed name of signer

00 DEC -6 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

WXI/MCN Subs III Gen-Pac, L.L.C.

2. The name and address of the registered agent and office is:

c/o CT Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, FL 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carrie Byrnes
(Signature)

12-6-00
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WXI/MCN SUBS III GEN-PAR, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF DECEMBER, A.D. 2000.

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



3323929 8300

001603306

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0828

DATE: 12-04-00

00 DEC -6 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED