



M01 000000921

ACCOUNT NO. : 072100000032

REFERENCE : 124285 4700692

AUTHORIZATION : Patricia Pijets

COST LIMIT : \$ 125.00

ORDER DATE : April 23, 2001

ORDER TIME : 10:46 AM

ORDER NO. : 124285-005

CUSTOMER NO: 4700692

CUSTOMER: Jalyn Tezik, Legal Assistant
Adelphia Cable Communications
1 North Main Street

Coudersport, PA 16915

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR 25 PM 12:07
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FOREIGN FILINGS

NAME: ACC HOLDINGS II, - LLC

5000040700

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

M01-
OK

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2001 APR 25 PM 2:32
SECRETARY OF STATE
HALL ANNESEE, PENNSYLVANIA

CONTACT PERSON: Betty Young -- EXT# 1112

EXAMINER: _____

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. ACC Holdings II, LLC
(Name of foreign limited liability company)

2. Delaware 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 03/11/98 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon grant of authority
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1 North Main Street
Coudersport, PA 16915
(Street address of principal office)

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

9. The name and usual business addresses of the managing members or managers are as follows:
ACC Operations, Inc., member 1 North Main Street Coudersport PA 16915

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TALLAHASSEE FLORIDA

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: company is the
limited partner of Olympus Communications, L.P.

Randall D. Fisher
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.)
Randall D. Fisher, Vice President
Typed or printed name of signee

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ACC Holdings II, LLC

2. The name and the Florida street address of the registered agent and office are:

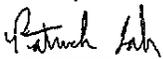
Corporation Service Company
(Name)
1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)
Tallahassee FL 32301
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 as provided for in Chapter 608, F.S..



(Signature)

Patrick Lalor, Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACC HOLDINGS II, LLC" 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 TWENTY-THIRD DAY OF APRIL, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2871470 8300

AUTHENTICATION: 1093671

010193790

DATE: 04-23-01