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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

[Handwritten signature]



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032
REFERENCE : 641230 7389086
AUTHORIZATION : *Patricia Pigott*
COST LIMIT : \$ 25.00

FILED
04 MAY 14 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 12, 2004

ORDER TIME : 10:51 AM

ORDER NO. : 641230-050

CUSTOMER NO: 7389086

CUSTOMER: Patty Conroy
Adelphia Communications
Suite 800
5619 Dtc Parkway
Greenwood Villa, CO 80111

CHANGE OF AGENT

NAME: ACC HOLDINGS II, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: ACC HOLDINGS II, LLC

2. The mailing address of the limited liability company is : _____

5619 DTC Parkway, Suite 800, Greenwood Village, CO 80111

04/25/2001

M01000000921

3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

CT Corporation System

Name

1200 South Pine Island Road

Address

Plantation, FL 33324

City, State and Zip

6. The name and address of the new registered agent and/or office:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee FL 32301

City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Maureen Cullen
(Signature of a member or authorized representative of a member)

Maureen Cullen, Attorney in Fact

(Printed or typed name of signer)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Sylvia Queppet
(Signature of Registered Agent) Sylvia Queppet, Asst. Vice President

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314