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PICK-UP	Wait Mail
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Certified Copies	Certificates of Status
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REFERENCE : 740273 4355598

AUTHORIZATION : \_ Sw-

COST LIMIT : \_\$ 125.00

ORDER DATE: December 6, 2005

ORDER TIME : 10:09 AM

ORDER NO. : 740273-020

CUSTOMER NO: 4355598

#### FOREIGN FILINGS

NAME: COMCAST IP PHONE II, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

YX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER:

#### APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN

LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: Comeast IP Phone II, LLC (Name of Foreign Limited Liability Company) Delaware (Jurisdiction under the law of which foreign limited liability company is organized) November 30, 2005 (Duration: Year limited liability compa-(Date of Organization) exist or "perpetual") (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 1500 Market Street Philadelphia, PA 19102 (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: Comcast Cable Communications Holdings, Inc., 1500 Market Street, Philadelphia, PA 19102 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 cath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: Internet Phone Service

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.)

Comcast Cable Communications Holdings, Inc., Member, Arthur R. Block, Senior 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.

Comcast IP Phone II	,LLC		
. The name and	the Florida street ac	ddress of the registered agent and office are:	
	T Corporation System		
		(Name)	,
1	200 South Pine Island	Road	
<u>-</u>	Florida Str	eet Address (P.O. Box <u>NOT</u> ACCEPTABLE)	,
P	antation	FL <sup>33324</sup>	
		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 as provided for in Chapter 608, Florida Statutes.

By: Margaret & Paul (Signature)

MARGARET E. ROUTZAHN
Special 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)

## Delaware

PAGE 1

#### The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMCAST IP PHONE 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 SIXTH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COMCAST IP PHONE II, LLC" WAS FORMED ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2005.

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



Warriet Smith Hindson
Harriet Smith Windson, Secretary of State

AUTHENTICATION: 4345033

DATE: 12-06-05