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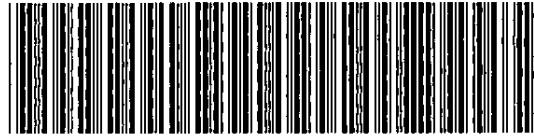
(Business Entity Name)

(Document Number)

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2014 JUN 10 AM 9:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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14 JUN 10 PM 2:05

DEPARTMENT OF REVENUE

N. Gulligan

JUN 11 2014



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 168895 4355598

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 125.00

ORDER DATE : June 9, 2014

ORDER TIME : 9:34 AM

ORDER NO. : 168895-050

CUSTOMER NO: 4355598

FOREIGN FILINGS

NAME: HERITAGE CABLEVISION OF
MASSACHUSETTS, LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER: _____

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

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Heritage Cablevision of Massachusetts, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Massachusetts 3. 04-2688819
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 1701 John F. Kennedy Blvd.
Philadelphia, PA 19103
(Street Address of Principal Office)

6. 1701 John F. Kennedy Blvd.
Philadelphia, PA 19103
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Comcast Cable Holdings, LLC, Senior Vice President
1701 John F. Kennedy Blvd.
Philadelphia, PA 19103

8. 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)



Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true; I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s 817.155, F.S.)

Arthur R. Block

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

Heritage Cablevision of Massachusetts, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. 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 as provided for in Chapter 605, Florida Statutes.

Maria T. Chambers
Special Assistant Secretary

By: C T Corporation System

By: Maria T. Chambers

(Signature)

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

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2014 JUN 10 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

June 6, 2014

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

HERITAGE CABLEVISION OF MASSACHUSETTS, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **June 2, 2014.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: **NONE**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **ARTHUR R. BLOCK, SENIOR VICE PRESIDENT, THOMAS J. DONNELLY, VICE PRESIDENT**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **ARTHUR R. BLOCK, SENIOR VICE PRESIDENT**

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.



William Francis Galvin

Secretary of the Commonwealth