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FOSTER PEPPER & SHEFELMAN

A LAW PARTNERSHIP INCLUDING
PROFESSIONAL SERVICE CORPORATIONS

April 30, 1997

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

400002165984--8

-05/05/97--01101--001

****157.50 *****52.50

RE: CABLE PLUS HOLDING COMPANY L.L.C.
CP HOLDINGS L.L.C.
CABLE PLUS COMPANY, L.P.

Dear Clerk:

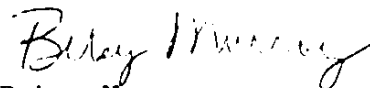
Please file the enclosed Applications by Foreign Limited Liability Companies for Withdrawal of Authority to Transact Business in Florida. Neither of these companies is transacting business in the state of Florida. Additionally, please file the Certificate of Amendment to Application for Registration of Cable Plus Company Limited Partnership. Our check for \$157.50 is enclosed to cover all of the filing fees.

Please file-stamp the enclosed copy of each document and return it to me in the self-addressed, stamped envelope I have provided. Please return all correspondence concerning this matter to the following:

Betsy Murray
Foster Pepper & Shefelman
777 108th Ave. N.E., Suite 1500
Bellevue, WA 98004

If you have any questions, please call me at 1-800-366-8774.

Very truly yours,



Betsy Murray
Legal Assistant

Enclosure

85036442.WP

SECURITY PACIFIC PLAZA, 15TH FLOOR
777 108TH AVENUE N.E.
BELLEVUE, WASHINGTON 98004 5118
TEL 206 451 0500 FACSIMILE 206 455 5487

ANCHORAGE, ALASKA

BELLEVUE, WASHINGTON

PORTLAND, OREGON

SEATTLE, WASHINGTON

48 MAY 14 1997
Withdn.

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

CP Holdings L.L.C.

(Name of limited liability company)

Washington

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

11400 S.E. 6th St., Suite 120

(Mailing address)

Bellevue, WA 98004

(City-State-Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.

Dated April 24, 1997

Signatures of all members

Typed or printed name



Joseph M. Liebsack