

M98000001068



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 967942 5048831

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizeto

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 10:03

ORDER DATE : September 18, 1998

ORDER TIME : 10:45 AM

ORDER NO. : 967942-005

CUSTOMER NO: 5048831

800002644928--2

CUSTOMER: Maureen Sturgeon, Corp Spec.
Tele-communications, Inc.
Terrace Tower II, 5619 Dtc Par

Englewood, CO 80111-3000

FOREIGN FILINGS

NAME: TCI FALCON HOLDINGS, LLC

QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Karen B. Rozar

698700047757

(7)

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h/c

9/21/98

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98 SEP 21 PM 1:14
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 21, 1998

KAREN ROZAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: TCI FALCON HOLDINGS, LLC
Ref. Number: W98000021594

RESUBMIT

Please give original
submission date as file date.

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We have received your document for TCI FALCON HOLDINGS, LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The company must designate a REGISTERED AGENT, and the agent MUST SIGN an acceptance statement.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 798A00047620

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98 SEP 22 AM 8:43
DIVISION OF CORPORATIONS

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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. TCI Falcon Holdings, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 84-1451916
(FEI number, if applicable)
4. 11/14/97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Tele-Communications, Inc., Terrace Tower II
5619 DTC Parkway, Englewood, Colorado 80111-3000
(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
TCI/Falcon California, Inc.	MGRM		
5619 DTC Parkway			
Englewood, CO 80111			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____
TCI Falcon Holdings, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ _____;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 512,376,122
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 512,376,122
(This total includes amounts from 2 and 3 above.)

TCI/Falcon California, Inc.

By: 

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Stephen M. Brett, Vice President

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

b. Initial Contributions. The Members will make the following contributions to the Company: (i) TCI Cablevision of Vermont, Inc. will contribute all the assets of the cable television system providing cable and other cable-related services to subscribers located in and around Ellensburg, Washington; (ii) TCI/Falcon Missouri, Inc. will contribute all the assets of the cable television system providing programming and other cable-related services to subscribers located in and around Cape Girardeau in Nevada, Missouri; (iii) TCI of Decatur, Inc. will contribute all the assets of the cable television system providing programming and other cable-related services to subscribers located in and around Decatur, Alabama; (iv) TCI/Falcon Alabama, Inc. will contribute all the assets of the cable television system providing programming other cable-related services to subscribers located in and around Center and Piedmont, Alabama; (v) TCI/Falcon California, Inc. will contribute all the assets of the cable television system providing programming other cable-related services to subscribers located in and around Alturas and Calabasas, California; (vi) TCI/Falcon Oregon, Inc. will contribute all the assets of the cable television system providing programming other cable-related services to subscribers located in and around Clatskanie, Grant Pass, Kalamath Falls (other than Alturas, California), LaGrande, Medford, and Newport, Oregon and the Weston and Milton-Freewater, Oregon portion of the Walla Walla, Washington system; (vii) TCI/Falcon Washington, Inc. will contribute all the assets of the cable television system providing programming other cable-related services to subscribers located in and around Cle Elum, Pomeroy, Walla Walla (other than Weston and Milton-Freewater, Oregon), Wenatchee, and Yakima, Washington; (viii) TCI/Falcon Northern California, Inc. will contribute all the assets of the cable television system providing programming other cable-related services to subscribers located in and around the City of Redding, Red Bluff and Tehama County, California; (ix) TCI/Falcon Northwest, Inc. will contribute all the assets of the cable television system providing programming other cable-related services to subscribers located in and around Pendleton, Oregon and Kennewick, Washington (collectively, the "Systems").

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

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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:

TCI FALCON HOLDINGS, 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

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.

By: Karen B. Rozar

(Signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TCI FALCON HOLDINGS, 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 NINTH DAY OF SEPTEMBER, A.D. 1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9291293

09-09-98