

M98000001068



ACCOUNT NO. : 072100000032

REFERENCE : 065086 5048831

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 35.00

ORDER DATE : December 14, 1998

ORDER TIME : 9:55 AM

ORDER NO. : 065086-005

CUSTOMER NO: 5048831

100002714351--9

CUSTOMER: Ms. Mary M. Mcchesney
Tele-communications, Inc.
Terrace Tower Ii
5619 Dtc Parkway
Englewood, CO 80111-3000

98 DEC 17 AM 10:41
DIVISION OF CORPORATIONS

CHANGE OF AGENT

NAME: TCI FALCON HOLDINGS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

M98-1068

Name	<i>MJS</i>
Availability	<i>MJS</i>
Document Examiner	<i>MJS</i>
Updater	<i>MJS</i>
J. Caler	<i>MJS</i>
Verifier	<i>MJS</i>
Acknowledgement	<i>MJS</i>
v. P. Verfyer	<i>MJS</i>

98 DEC 17 PM 3:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

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 organized under the laws of the State of Delaware,

submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

(PLEASE PRINT)

1a. The name of the limited liability company is: TCI Falcon Holdings, LLC

1b. The mailing address of the limited liability company is: _____

c/o Tele-Communications, Inc. 5619 DTC Parkway, Englewood, CO 80111-3000

1c. Date of filing/registration in Florida: 9/21/98 Document number: M98000001068

2. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. BOX NOT ACCEPTABLE)

The Prentice-Hall Corporation System, Inc.

1201 Hays Street

Tallahassee, FL 32301

After the change or changes are made, the street address of the registered office and the business office of the registered agent will be identical.

Such change was authorized by affirmative vote of a majority of the members of the limited liability company or as provided in the articles of organization or the regulations of the limited liability company.

Mary M. McChesney
(Signature of a member or authorized representative of a member)

December 11, 1998

(Date)

Mary M. McChesney, Assistant Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated limited liability company, 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.

[Signature]
(Signature of Registered Agent)

12-14-98
(Date)

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS