



THE UNITED STATES
CORPORATION
COMPANY

1199000001032

ACCOUNT NO. : 072100000032

REFERENCE : 297162 4303929

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pizito

ORDER DATE : July 6, 1999

ORDER TIME : 11:43 AM

ORDER NO. : 297162-005

CUSTOMER NO: 4303929

800002923978--9

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

FOREIGN FILINGS

NAME: DIGITAL COMMUNICATIONS GROUP,
LLC

**FILE FIRST

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Jeanine Reynolds

FILED
99 JUL -6 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL -6 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LC
7-6-99

**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. DIGITAL COMMUNICATIONS GROUP, 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. 59-3583755
(FEI number, if applicable)
4. 06/28/99
(Date of Organization)
5. December 31, 2049
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1209 Orange Street
Wilmington, DE 19801
(Street address of principal office)
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:
<u>Jonathan Spanier</u>	<u>MGRM</u>	<u>Michael Stone</u>	<u>MGRM</u>
<u>12823 Foothill Blvd., Unit B</u>		<u>12823 Foothill Blvd., Unit B</u>	
<u>Sylmar, CA 91342</u>		<u>Sylmar, CA 91342</u>	
<u>James Delany</u>	<u>MGRM</u>	<u>Rick Galloway</u>	<u>MGRM</u>
<u>12823 Foothill Blvd., Unit B</u>		<u>12823 Foothill Blvd., Unit B</u>	
<u>Sylmar, CA 91342</u>		<u>Sylmar, CA 91342</u>	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

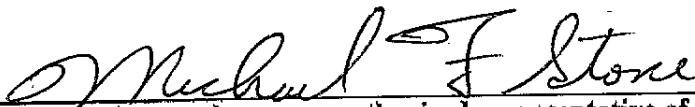
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FILED

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

The member or authorized representative of a member of DIGITAL
COMMUNICATION GROUP, 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 \$ -0-;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
(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 \$ 100
(This total includes amounts from 2 and 3 above.)


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.)

MICHAEL STONE

Typed or printed name of signer

Filing Fee: \$250.00 for Application and Affidavit

FILED
99 JUL -6 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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.

1. The name of the Limited Liability Company is:

DIGITAL COMMUNICATIONS GROUP, LLC

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

Shan Gary

(Name)

6005 Powers Avenue, Suite 105

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Jacksonville, FL 32217

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: 

Shan Gary

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -6 PM 3:55

FILED

**RESOLUTION
OF
MANAGING MEMBER
OF
DIGITAL COMMUNICATIONS GROUP, LLC**

I, the undersigned MICHAEL STONE, do hereby certify that this Resolution of Managing Member of DIGITAL COMMUNICATIONS GROUP, LLC, a limited liability company duly organized and existing under the laws of the State of Delaware, was duly adopted on JUNE 30, 1999.

Be it resolved, that DIGITAL COMMUNICATIONS GROUP, LLC, organized and existing in the State of Delaware, hereby adopts the name DIGITAL CABLE GROUP, LLC for use in Florida.

Dated: JUNE 30, 1999

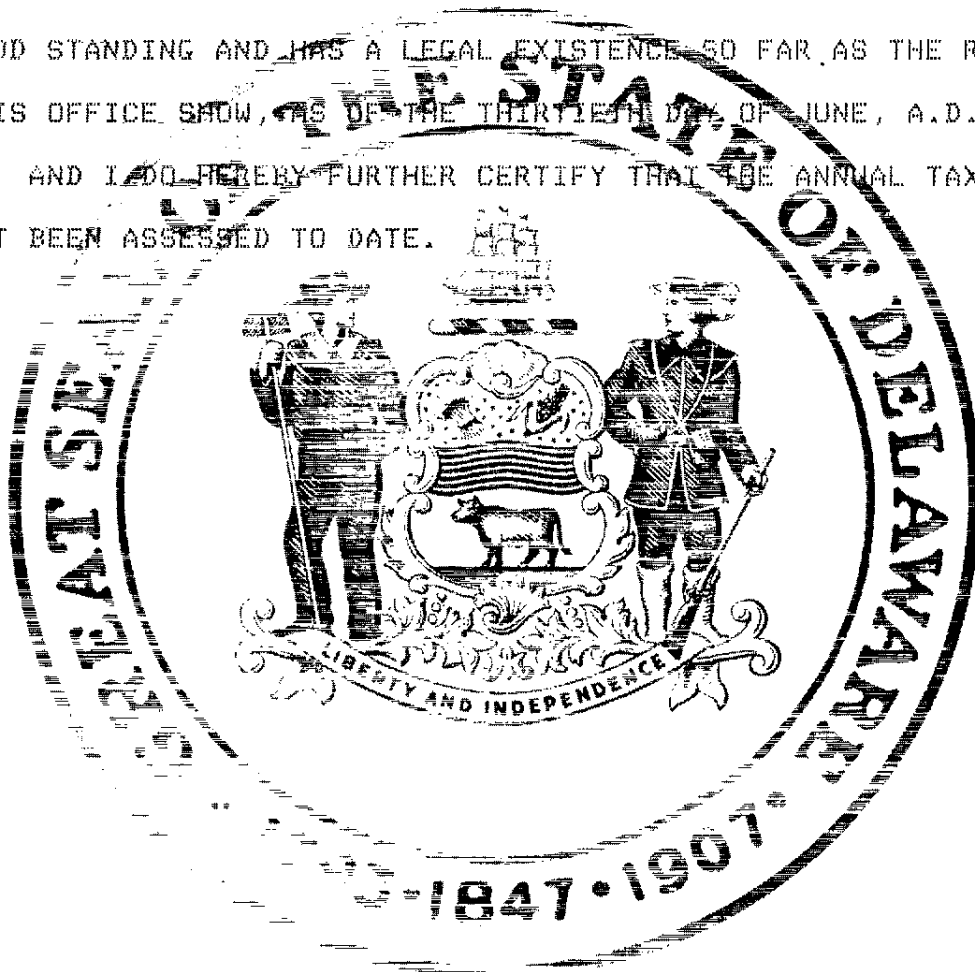

MICHAEL STONE, Managing Member

FILED
99 JUL -6 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIGITAL COMMUNICATIONS GROUP, 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 THIRTIETH DAY OF JUNE, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3063006 8300

AUTHENTICATION:

9840876

991268726

DATE:

06-30-99