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Division of Corporations

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Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
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FLORIDA PROFIT CORPORATION OR P.A.

Telecable III, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION

OF

TELECABLE III, INC.

ARTICLE I - NAME

The name of this corporation is **TELECABLE III, INC.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 800 North Highland Avenue, Suite 200, Orlando, Florida 32803. The initial mailing address of the corporation is Post Office Box 4961, Orlando, Florida 32802-4961.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred one thousand (101,000) shares of common stock having a par value of \$0.01 per share, of which one thousand (1,000) shares shall be designated as Voting Common Stock and one hundred thousand (100,000) shares shall be designated as Non-Voting Common Stock.

All shares of stock of the Corporation, whether Voting Common Stock or Non-Voting Common Stock, shall rank *pari passu* with respect to dividend rights, rights to payment upon liquidation, and all other rights and privileges incident thereto, except voting rights. Non-Voting Common Stock shall have no voting rights with respect to any corporate matter.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

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Facsimile Audit No. H010000453729**ARTICLE VI - MANAGEMENT**

The Corporation shall not have a board of directors. The business and affairs of the Corporation shall be managed and regulated by the Corporation's shareholders.

ARTICLE VII - INDEMNIFICATION

Each shareholder (in his or her management capacity) and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been an officer of the corporation or shareholder of the corporation who exercised management authority, whether or not wholly owned or by reason of any act or omission to act as such shareholder or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any shareholder or officer may be entitled as a matter of law. Shareholders acting in their management capacity shall be entitled to any right of indemnification available to directors as a matter of law.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 24th day of April, 2001.

B&C Corporate Services of Central Florida, Inc.

By: 

Laurie L. Bergstresser, Vice President

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is **TELECABLE III, INC.**
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

TELECABLE III, INC.

By: **B&C Corporate Services of Central Florida, Inc.**

By: 
Laurie L. Bergstresser, Vice President

Title: Incorporator

Dated this 24th day of April, 2001.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of Central Florida, Inc.

By: 
Laurie L. Bergstresser, Vice President

Dated this 24th day of April, 2001.

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