



**THE UNITED STATES  
CORPORATION  
COMPANY**

# P32018

ACCOUNT NO. : 072100000032

REFERENCE : 427322 4305026

AUTHORIZATION :

*Patricia Piguet*

COST LIMIT : \$ 35

ORDER DATE : June 13, 1997

ORDER TIME : 9:58 AM

ORDER NO. : 427322-005

CUSTOMER NO: 4305026

CUSTOMER: Julianne M. Ellis, Legal Asst  
Sullivan & Worcester  
One Post Office Square

Boston, MA 02109

*Name  
Change  
Anne Q.*

000002221480--3

FOREIGN FILINGS

NAME: COLONY COMMUNICATIONS, INC.

☒ PROFIT  
☐ NON-PROFIT

☒ CORPORATE  
☐ LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

*NR Anne*  
*6/24/97*  
*DDH*  
*DDH*  
*DDH*  
*DDH*  
*DDH*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 24 PM 3:01

FILED

RECEIVED  
JUN 24 AM 10:49  
OH OF CORPORATION

MediaOne, Inc.  
115 Perimeter Center Place, Suite 1150  
Atlanta, Georgia 30346

April 28, 1997

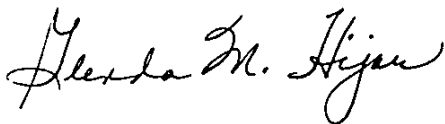
State of Rhode Island and Providence Plantations  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903

RE: Consent to Use of Name by MediaOne Enterprises, Inc.

Gentleman:

I, Glenda M. Hjar, acting as the duly elected Assistant Secretary of MediaOne, Inc., hereby consent on behalf of MediaOne, Inc. to the use of "MediaOne Enterprises, Inc." as a corporate name in the State of Rhode Island and in connection with the filing of Articles of Amendment to the Articles of Incorporation of Colony Communications, Inc., of which this letter is a part.

Very truly yours,



Glenda M. Hjar

GMH:KMW

26 MAY 29 1997

RECEIVED  
CORPORATIONS DIVISION  
STATE OF RHODE ISLAND

**FILED**

MAY 29 1997

By \_\_\_\_\_

## PROFIT CORPORATION

### APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

97 JUN 24 PM 3:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### SECTION I

(1-3 must be completed)

1. Colony Communications, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Rhode Island  
Incorporated under the laws of
3. December 5, 1990  
Date authorized to do business in Florida

#### SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 29, 1997
5. MediaOne Enterprises, Inc.  
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
No Change  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
No Change  
New Jurisdiction

Patrick K. Mieh

Signature

Patrick K. Mieh

Typed or printed name

June 12, 1997

Date

Assistant Secretary

Title



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

*James R. Langevin, Secretary of State*

*Date: June 20, 1997*

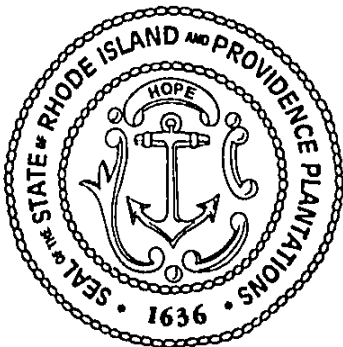
***MediaOne Enterprises, Inc.***  
***(4 pages)***

***A TRUE COPY WITNESSED UNDER THE SEAL OF THE  
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS***

*James R. Langevin*

*Secretary of State*

By *Glenn M. G. G. G. G.*  
*Duly Authorized Agent*  
*Secretary of State*  
*Corporations Division*



Filing Fee: \$50.00

Corp. I.D. #

4494

**State of Rhode Island and Providence Plantations**

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

Colony Communications, Inc.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the corporation is .....

Colony Communications, Inc.

**SECOND:** The shareholders of the corporation on April 3, 1997, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

**RESOLVED:** That the Articles of Incorporation of the Corporation be amended by changing Article 1 thereof, so that said Article shall read as follows:

"1. The name of the Corporation is MediaOne Enterprises, Inc."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 50,000; and the number of shares entitled to vote thereon was 50,000

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common Stock	50,000

FIFTH: The number of shares voted for such amendment was 50,000; and the number of shares voted against such amendment was -0-

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common Stock	50,000	None

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No Change

MASSACHUSETTS  
STATE OF ~~RHODE ISLAND~~  
COUNTY OF SUFFOLK

} Sc.

At Boston in said county on this 29<sup>th</sup> day of  
April, 19 97, personally appeared before me Patrick K.  
Miehe, who, being by me first duly sworn, declared that he/~~she~~ is the  
Assistant Secretary of Colony Communications, Inc.

the he/~~she~~ signed the foregoing document as Assistant Secretary of the  
corporation, and that the statements therein contained are true.

  
Notary Public

My commission expires: 11/25/99

(NOTARIAL SEAL)

Document Number Only

P32018

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone

500002228065--0  
-07/01/97--01975--028  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

Mediaone Enterprises, Inc.  
F/K/a Colony Communications, Inc.

97 JUL -1 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Profit                        | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                    |
| <input type="checkbox"/> NonProfit                     |   |  |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                      |
| <input type="checkbox"/> Foreign                       |   |  |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input checked="" type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name           |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                       |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30                |
| <input checked="" type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up        |
| <input type="checkbox"/> Mail Out                      |   |  |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

Thanks,  
Melanie

7/2

John  
RA  
Change

97 JUL -1 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 1, 1997

**CT CORPORATION SYSTEM**

TALLAHASSEE, FL

SUBJECT: MEDIAONE ENTERPRISES, INC.  
Ref. Number: P32018

We have received your document for MEDIAONE ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6957.

**Joy Moon-French**  
Corporate Specialist

Letter Number: 197A00034507

WALK-IN  
PICK-UP 3:00  
7-2-97

Please back  
date to 7-1-97

THANKS,

REC'D  
97 JUL -2 AM 11:15  
DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Rhode Island submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Mediaone Enterprises, Inc.

1b. Date of incorporation 04/23/97 Document number \_\_\_\_\_

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

Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

*[Signature]*  
SIGNATURE  
June 16 1997  
DATE

Karin Writer, Assistant Secretary  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: *[Signature]* C T CORPORATION SYSTEM  
(Registered Agent)

DATE 6/20/97 Mallorie J. Summerville  
Asst. Secretary

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