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ALAN RABINOWITZ  
ATTORNEY AT LAW

6400 CONGRESS AVENUE, SUITE 200  
BOCA RATON, FLORIDA 33487

TELEPHONE: 561-998-7782  
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FILED

96 DEC 26 PM 1:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 4, 1996

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-12/13/96--01096--014  
\*\*\*122.50 \*\*\*122.50

Cable Vision, Inc.

W96-26406

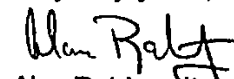
Gentlemen:

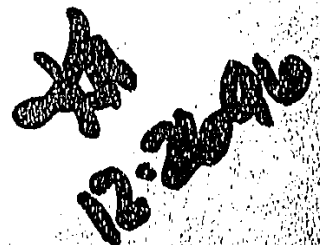
Enclosed are the original and one copy of the proposed Articles of Incorporation for Cable Vision, Inc. together with a certificate designating the Registered Agent for the corporation and a check in the amount of \$122.50 payable to the Secretary of State.

Please approve and file the original of the Articles of Incorporation and certify the copy for us.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Alan Rabinowitz





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 17, 1996

ALAN RABINOWITZ  
6400 CONGRESS AVENUE, SUITE 200  
BOCA RATON, FL 33487

SUBJECT: CABLE VISION, INC.  
Ref. Number: W96000026406

We have received your document for CABLE VISION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 496A00056137

ALAN RABINOWITZ  
ATTORNEY AT LAW  
6400 CONGRESS AVENUE, SUITE 200  
BOCA RATON, FLORIDA 33487

TELEPHONE: 561-998-7782  
TELECOPIER: 561-994-5915

December 23, 1996

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Cable Vision of America, Inc.

Gentlemen:

Enclosed are the original and one copy of the proposed Articles of Incorporation for Cable Vision of America, Inc. together with a certificate designating the Registered Agent for the corporation. A check in the amount of \$122.50 payable to the Secretary of State had previously been paid in connection with the filing of proposed Articles of Incorporation for Cable Vision, Inc. which was rejected for name unavailability by your letter of December 17, 1996 (Ref. No. W96000026406).

As instructed by your department, a copy of your letter rejecting the name of Cable Vision, Inc. is also enclosed.

Please approve and file the original of the Articles of Incorporation and certify the copy for us.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Alan Rabinowitz

ARTICLES OF INCORPORATION  
OF  
CABLE VISION OF AMERICA, INC.

FILED  
96 DEC 26 PM 1:03  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I - NAME

The name of the corporation is Cable Vision of America, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

6400 Congress Avenue, Suite 200  
Boca Raton, Florida 33487

ARTICLE III - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED  
OFFICE AND AGENT

The initial registered agent of this Corporation shall be Michael M. Bronstein whose address is 6400 Congress Avenue, Suite 200, Boca Raton, Florida 33487, who upon accepting this designation agrees to comply with the provisions of Section 48.091 Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name	Address
1. Michael M. Bronstein	6400 Congress Avenue, Suite 200 Boca Raton, Florida 33487

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December 2, 1996.

  
Michael M. Bronstein, Incorporator

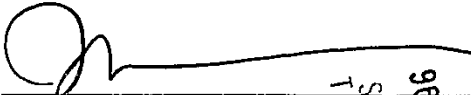
CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is: Cable Vision of America, Inc.

2. The name and address of the registered agent and the registered office is: Michael M. Bronstein, 6400 Congress Avenue, Suite 200, Boca Raton, Florida 33487.

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of Cable Vista, Inc. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: December 2, 1996

  
Michael M. Bronstein

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DEC 26 PM 1:03  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE