

P97000066786



ACCOUNT NO. : 072100000032

REFERENCE : 483221 4303690

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 122.50

ORDER DATE : August 1, 1997

ORDER TIME : 12:36 PM

ORDER NO. : 483221-005

CUSTOMER NO: 4303690

S00002255035--9

CUSTOMER: Ms. Deborah L. Buckley
SHERMAN & HOWARD

633 17th St.
Suite 2400
Denver, CO 80202

DOMESTIC FILING

NAME: TCI MUSIC ACQUISITION SUB, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILED
97 AUG - 1 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN AUG - 1 1997.

4

**ARTICLES OF INCORPORATION
OF
TCI MUSIC ACQUISITION SUB, INC.**

FILED
97 AUG -1 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME OF CORPORATION

The name of this Corporation is TCI Music Acquisition Sub, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 5619 DTC Parkway; Terrace Tower II; Englewood, Colorado 80111.

ARTICLE III - CAPITAL

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of common stock, with a par value of \$0.01 each. The shares of this class of common stock shall have unlimited voting rights and shall be entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the registered office of this corporation is 1201 Hays Street; Tallahassee, Florida 32301. The name of the registered agent at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE V - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Florida law.

ARTICLE VI - DIRECTORS

The governing body of this Corporation shall be a board of directors. The number of directors may, from time to time, be increased or decreased in such manner as shall be provided by the bylaws of this Corporation. Election of directors need not be by written ballot.

The initial board of directors of the Corporation shall consist of two directors, who shall serve until the first annual meeting of stockholders or until his successor is elected and qualifies. The names and addresses of the initial directors are set forth below:

Stephen M. Brett

5619 DTC Parkway
Englewood, Colorado 80111

Leo J. Hindery, Jr.

5619 DTC Parkway
Englewood, Colorado 80111

ARTICLE VII - LIMITATIONS ON DIRECTORS' LIABILITY

No director of the Corporation shall have any personal liability for monetary damages to the Corporation or its stockholders for breach of his fiduciary duty as a director, except to the extent that such liability cannot be eliminated under Florida law.

ARTICLE VIII - NO PREEMPTIVE RIGHTS OR CUMULATIVE VOTING

The stockholders of this Corporation do not have a preemptive right to acquire shares of this Corporation and cumulative voting shall not be allowed in the election of directors of this Corporation or otherwise.

ARTICLE IX - INCORPORATOR

The powers of the incorporator of the Corporation, whose name and address are set forth below, shall terminate upon the filing of these Articles of Incorporation.

Deborah Land Buckley

Sherman & Howard L.L.C.
633 Seventeenth Street, Suite 3000
Denver, Colorado 80202

DATED this 31st day of July, 1997.

By: Deborah Land Buckley
Deborah Land Buckley, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TCI Music Acquisition Sub, Inc.
2. The name and address of the registered agent and office is:

The Prentice-Hall Corporation System, Inc.
(Name)

1201 Hays Street
(P.O. Box or Mail Drop Box NOT Acceptable)

Tallahassee, Florida 32301
(City/State/Zip)

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 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.

Deborah W. Skipper
(SIGNATURE)

8-1-97
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED
97 AUG -1 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA