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SECRETARY OF STATE

CORRECTION OF APPLICATION FOR REGISTRATION

To the Secretary of State
State of Idaho

The undersigned, a general partner of the foreign limited partnership hereinafter named, hereby certifies that:

1. The name of the foreign limited partnership as it presently appears on the records of the Secretary of State of the State of Idaho is Time Warner Entertainment Company, L.P.

2. The foreign limited partnership's original application for registration was filed on June 12, 1992.

3. The statement in the Application for Registration, as now in force and effect, relating to the General Partner is hereby amended to read as follows: The General Partners of Time Warner Entertainment Company, L.P. are:

American Television and Communications Corporation
Capital Cablevision Systems, Inc.
People's Cable Corporation
Memphis CATV, Inc.
Warner Cable Communications Inc.
Warner Communications Inc.
Time Warner Operations Inc.

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The mailing address of each general partner of the Partnership is:

c/o Time Warner Inc.
75 Rockefeller Plaza
New York, New York 10019

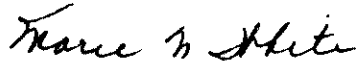
Signed on *May 13* 1994.

AMERICAN TELEVISION AND
COMMUNICATIONS CORPORATION,
a Managing General Partner of
Time Warner Entertainment
Company, L.P.

By: 
Spencer B. Hays
Vice President

State of New York)
County of New York)

I, Marie White, a notary public, do hereby certify that on this *13th* day of *May* 1994, personally appeared before me Spencer B. Hays, who being by me first duly sworn, declared that he is a general partner of the limited partnership and that the statements contained therein are true.


Notary Public

Commission expires: *7/31/95*

MARIE N. WHITE
Notary Public, State of New York
No. 30-4618753
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 31, 1995