

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF WITHDRAWAL
OF
FALCON HOLDING GROUP, INC.**

File Number C 100194

I, PETE T. CENARRUSA, secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate of the Application for such Certificate.

Dated: June 21, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Jones*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)

JUN 21 2 26 PM '00



SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-1520, **Idaho Code**, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is Falcon Holding Group, Inc.

The name which it used in Idaho is _____

2. It is incorporated under the laws of California
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is _____
Falcon Cable TV, 10900 Wilshire Boulevard, 15th floor, Los Angeles, CA 90024
7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

By

Michael K. Menerey
Michael K. Menerey, Executive Vice-
President, CFO & Secretary

Its

(specify capacity of signer)

Customer Acct # :

(If using pre-paid account)

IDAHO SECRETARY OF STATE

Secretary of State use only

06/22/2000 09:00
CK: 1017686 CT: 1157 BH: 328278

1 @ 20.00 = 20.00 FOR WITHDR # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3