

State of Idaho

Department of State.

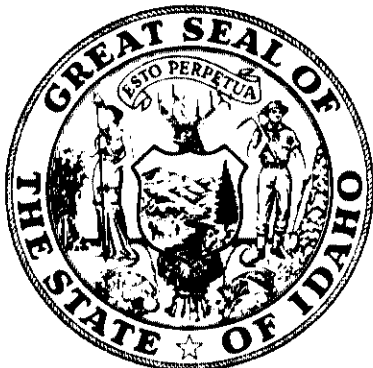
CERTIFICATE OF REGISTRATION OF

INTERMOUNTAIN CABLE ASSOCIATES LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INTERMOUNTAIN CABLE ASSOCIATES LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to INTERMOUNTAIN CABLE ASSOCIATES LIMITED PARTNERSHIP to transact business in this State under the name INTERMOUNTAIN CABLE ASSOCIATES LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated **November 21, 1983.**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

Nov 21 9 55 AM '83

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is Intermountain Cable Associates Limited Partnership
2. The name which it shall use in Idaho is Intermountain Cable Associates Limited Partnership
3. It is organized under the laws of Connecticut
4. The date of its formation is October 18, 1983
5. The address of its registered or principal office in the state or country under the laws of which it is organized is c/o United Corporate Services, Inc. One Financial Plaza, Hartford, Connecticut 06103
6. The name and street address of its proposed registered agent in Idaho are c/o Jake W. Peterson, 2309 Mountain View Drive, Boise, Idaho 83704
7. The general character of the business it proposes to transact in Idaho is:
The general character of the Partnership's business is to own and operate cable television systems.
8. The names and business addresses of its partners are (must be completed only if not included in the certificate of limited partnership):

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
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_____	_____	_____

(continued on reverse)

8. (Continued)

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. This Application is accompanied by a copy of the certificate of limited partnership and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is organized.

Dated November 14, 1983.

Intermountain Cable Associates Limited Partnership

By DMN Cable Investors, Inc., General Partner

By: *Drew M. Netter*
Drew Netter, President

STATE OF New York)
COUNTY OF New York) ss:

I, Deborah M. Byrne, a notary public, do hereby certify that on this 14th day of November, 1983, personally appeared before me Drew Netter, who being by me first duly sworn,

declared ~~that he resides at 120 Country Ridge Drive, Bay Brook, N.Y.~~; that he is President of DMN Cable Investors, Inc., the corporation described in and which executed the foregoing instrument on behalf of Intermountain Cable Associates Limited Partnership, as the general partner thereof, that he signed his name thereto by authority given by the Board of Directors of DMN Cable Investors, Inc. as the general partner of such limited partnership, and that the statements contained therein are true.

DEBORAH M. BYRNE
Notary Public, State of New York
No. 4769253
Qualified in Nassau County
Commission Expires March 30, 1987

Deborah M. Byrne
Notary Public

CERTIFICATE OF LIMITED PARTNERSHIP
OF
INTERMOUNTAIN CABLE ASSOCIATES LIMITED PARTNERSHIP

9 58 AM '83
SECRETARY OF STATE

WE, THE UNDERSIGNED, being desirous of forming a limited partnership, pursuant to the laws of the State of Connecticut, and being severally sworn, do certify as follows:

1. The name of the partnership is INTERMOUNTAIN CABLE ASSOCIATES LIMITED PARTNERSHIP.

2. The character of the Partnership's business is to own and operate cable television systems within the United States.

3. The address of the office of the Partnership at which records are to be held in accordance with the Connecticut Limited Partnership Act is c/o United Corporate Service, Inc., One Financial Plaza, Hartford, Connecticut 06103, or such other place or places as the General Partner(s) may hereafter designate by notice to the Limited Partner(s). The agent for service of process is United Corporate Service, Inc., One Financial Plaza, Hartford, Connecticut 06103.

4. The name and business address of each General Partner interested in the Partnership is as follows:

<u>Name</u>	<u>Business Address</u>
DMN Cable Investors of Idaho, Inc.	c/o Stuart, Coleman & Co., Inc. 342 Madison Avenue New York, New York 10017

The name and business address of each Limited Partner interested in the Partnership is as follows:

<u>Name</u>	<u>Business Address</u>
Deborah Byrne	342 Madison Avenue New York, New York 10173

5. The amount of cash and a description of and the agreed value of the property contributed by the Limited Partner is as follows: \$100.00. The General Partner has not made a capital contribution to the Partnership.

6. The additional contributions which each Partner has agreed to make and the times at which or the contingencies upon which they shall be made are as follows: None.

7. The contribution of the Limited Partner is to be returned to her upon the dissolution of the Partnership.

8. All profits and losses shall be allocated and distributed (to the extent proceeds are available for distribution in the discretion of the General Partner) 98% to the Limited Partner and 2% to the General Partner.

9. The Limited Partner shall have the right to substitute an assignee as limited partner in her place and stead and in the sole discretion of the General Partner.

10. The Partnership may admit additional limited and general partners in the sole discretion of the General Partner.

11. The Partnership shall terminate on December 31, 2032, or on such earlier date upon which the

Partnership's properties are sold or otherwise disposed of, provided, however, that if, when the Partnership's properties are sold or otherwise disposed of, the Partnership obtains notes or other evidence of indebtedness in consideration for such sale or other disposition, the Partnership will not terminate until such notes are paid in full or otherwise disposed of by the Partnership. Notwithstanding the above, the Partnership may be sooner dissolved upon the happening of either of the following events:

- (a) Written consent of all the Partners, or
- (b) An event of withdrawal of the General Partner unless (i) all of the remaining General Partners elected to continue the business of the Partnership without the appointment of a new General Partner; (ii) all of the then remaining Partners consent in writing to the continuation of the business of the Partnership by the appointment of a new General Partner(s) within ninety (90) days after the occurrence of any such event.

Dated: New York, New York
October 11, 1983

General Partner:
DMN CABLE INVESTORS OF
IDAHO, INC.


BY: 

Limited Partner:


Deborah Byrne

STATE OF NEW YORK)
:
COUNTY OF NEW YORK)

On the 17th day of October, 1983, before me came Drew M. Netter, to me known, who, being by me duly sworn, did depose and say that he resides at 140 COUNTRY RIDGE DR. RYE BROOK, N.Y., that he is the President of DMN CABLE INVESTORS OF IDAHO, INC., the corporation described in, and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public
SAMUEL A. HERZOG
Notary Public, State of New York
No. 4788632
Qualified in Nassau County NY
Commission Expires March 30, 1984

STATE OF NEW YORK)
:
COUNTY OF NEW YORK)

Form 61-58

State of Connecticut
OFFICE OF SECRETARY OF THE STATE } SS. HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office

IN TESTIMONY WHEREOF, I have hereunto set my hand, and affixed the Seal of said State, at Hartford, this 20th day of October A.D., 1983


Secretary of the State