



CERTIFICATE OF DISSOLUTION
OF

DMN CABLE INVESTORS OF IDAHO, INC.

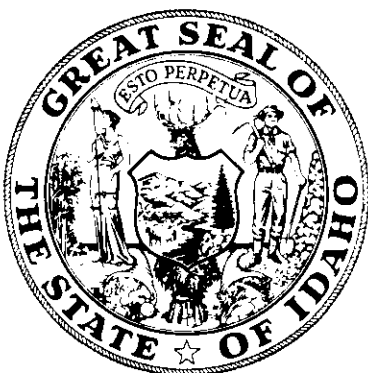
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of _____

DMN CABLE INVESTORS OF IDAHO, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation 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 Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated September 30, 19 91.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

A handwritten signature in cursive script, reading "M. Richards".

Corporation Clerk

ARTICLES OF DISSOLUTION

OF

DMN CABLE INVESTORS OF IDAHO, INC.

RECEIVED
SEC. OF STATE

91 SEP 30 AM 10 36

Pursuant to the provisions of Section 30-1-92, Idaho Code, the undersigned corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation (hereinafter called the "Corporation") is DMN CABLE INVESTORS OF IDAHO, INC.

SECOND: The post office address of the Corporation is c/o Stuart, Coleman & Co., Inc., 11 West 42nd Street, 15th Floor, New York, New York 10036.

THIRD: The name and address of each of the last officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Drew M. Netter	President	160 Country Ridge Road Rye Brook, New York 10573
Stuart J. Voisin	Secretary	6 Hunter Drive Eastchester, New York 10707

FOURTH: The name and address of each of the last directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Drew M. Netter	160 Country Ridge Road Rye Brook, New York 10573
Stuart J. Voisin	6 Hunter Drive Eastchester, New York 10707

FIFTH: The notice required by Section 30-1-87, Idaho Code, was given.

SIXTH: All debts, obligations and liabilities of the Corporation have been paid and discharged.

SEVENTH: All the remaining property and assets of the Corporation have been distributed among the shareholders of the Corporation in accordance with their respective rights and

interests, there being no distribution provision in the Articles of Incorporation of the operation.

EIGHTH: There are no suits pending against the corporation in any court.

NINTH: Annexed hereto are duplicate originals of the written consent of all the shareholders of the Corporation to the dissolution of the Corporation.

Dated: August 14, 1991

DMN CABLE INVESTORS OF IDAHO, INC.

By:


Drew M. Netter, President

and


Stuart J. Voisin, Secretary

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

I, Michelle Zelinski, a notary public, do hereby
certify that on this 17th day of September, 1991, personally
appeared before me Drew M. Netter, who being by me first duly
sworn declared that he is the President of DMN Cable Investors
of Idaho, Inc., that he signed the foregoing document as
President of the Corporation and that the statements therein
contained are true.

MICHELLE ZELINSKI
Notary Public, State of New York
No. 31-4975718
Qualified in New York County
Commission Expires Dec 17, 1992

Michelle Zelinski
Notary Public

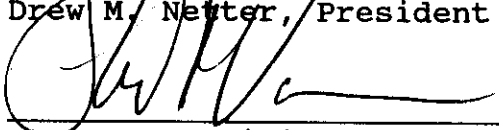
WRITTEN CONSENT OF SHAREHOLDERS TO DISSOLUTION
OF
DMN CABLE INVESTORS OF IDAHO, INC.

Pursuant to Section 30-1-83, Idaho Code, each of the undersigned shareholders does hereby consent by this writing to the dissolution of DMN Cable Investors of Idaho, Inc., a Corporation incorporated under the laws of the State of Idaho, and does hereby state that his signature on this written consent constitutes authority to liquidate and dissolve said DMN Cable Investors of Idaho, Inc. pursuant to the applicable provisions of the Idaho Code, and does hereby authorize the directors and proper officers of said DMN Cable Investors of Idaho, Inc. to perform all acts necessary and convenient to effect the liquidation and dissolution of said DMN Cable Investors of Idaho, Inc.

Dated: August 15, 1991


Drew M. Netter, President

Dated: August 15, 1991


Stuart J. Voisin, Secretary

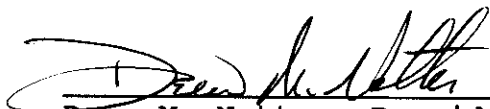
CERTIFICATE UNDER OATH OF DREW M. NETTER

OF

DMN CABLE INVESTORS OF IDAHO, INC.

I, Drew M. Netter, the President of DMN Cable Investors of Idaho, Inc. do hereby certify under oath that the foregoing WRITTEN CONSENT OF SHAREHOLDERS TO DISSOLUTION has been signed by all shareholders of the Corporation or signed in their names by their attorneys thereunto duly authorized.

Dated: August 15, 1991



Drew M. Netter, President
DMN CABLE INVESTORS OF IDAHO, INC.

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS.:

Subscribed and sworn to before me, a notary in and for the State and County aforesaid, on this 17th day of September, 1991.


Notary Public

MICHELLE ZELINSKI
Notary Public, State of New York
No. 31-4975718
Qualified in New York County
Commission Expires Dec 17, 1992