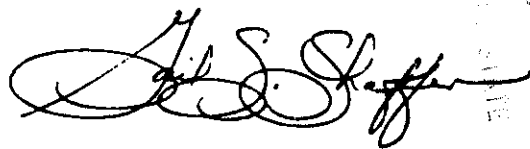


State of New York }
Department of State } ss.:

57307

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on OCT 24 1983



Secretary of State

4979228

4979228

CERTIFICATE OF MERGER

OF

TELEPROMPTER OF SACRAMENTO, INC.
TELEPROMPTER OF KENTUCKY, INC.
TELEPROMPTER OF ST. PAUL, INC.
TELEPROMPTER OF AVON LAKE, INC.
TELEPROMPTER OF SHEFFIELD LAKE, INC.
TELEPROMPTER OF RICHARDSON, INC.
TELEPROMPTER OF MILWAUKEE, INC.

INTO

GROUP W CABLE, INC.

UNDER SECTION 905 OF THE
BUSINESS CORPORATION LAW

* * * * *

GROUP W CABLE, INC., pursuant to the provisions of
Section 905 of the Business Corporation Law of the State of
New York, hereby certifies as follows:

1. GROUP W CABLE, INC., a corporation of the State of
New York, owns all of the outstanding shares of TELEPROMPTER OF
SACRAMENTO, INC., TELEPROMPTER OF KENTUCKY, INC., TELEPROMPTER OF
ST. PAUL, INC., TELEPROMPTER OF AVON LAKE, INC., TELEPROMPTER OF
SHEFFIELD LAKE, INC., TELEPROMPTER OF RICHARDSON, INC. and
TELEPROMPTER OF MILWAUKEE, INC.

2. As to each subsidiary corporation, the designation
and number of outstanding shares and the number of such shares
owned by the surviving corporation are as follows:

<u>NAME OF SUBSIDIARY</u>	<u>DESIGNATION AND NUMBER OF OUTSTANDING SHARES</u>	<u>NUMBER OF SHARES OWNED BY SURVIVOR</u>
TELEPROMPTER OF SACRAMENTO, INC.	1	1
TELEPROMPTER OF KENTUCKY, INC.	1	1
TELEPROMPTER OF ST. PAUL, INC.	1	1
TELEPROMPTER OF AVON LAKE, INC.	1	1
TELEPROMPTER OF SHEFFIELD LAKE, INC.	1	1
TELEPROMPTER OF RICHARDSON, INC.	1	1
TELEPROMPTER OF MILWAUKEE, INC.	1	1

3. (a) The Certificate of Incorporation of GROUP W CABLE, INC. was filed in the Department of State on the 30th day of October, 1980.

(b) The following corporations were incorporated under the laws of the following states on the dates indicated and no applications have been filed for authority in the State of New York for each corporation.

<u>NAME OF CORPORATION</u>	<u>STATE OF INCORPORATION</u>	<u>DATE OF INCORPORATION</u>
TELEPROMPTER OF SACRAMENTO, INC.	California	June 2, 1980
TELEPROMPTER OF KENTUCKY, INC.	Kentucky	April 18, 1980
TELEPROMPTER OF ST. PAUL, INC.	Minnesota	December 14, 1979
TELEPROMPTER OF AVON LAKE, INC.	Ohio	December 1, 1980
TELEPROMPTER OF SHEFFIELD LAKE, INC.	Ohio	December 1, 1980
TELEPROMPTER OF RICHARDSON, INC.	Texas	November 17, 1980
TELEPROMPTER OF MILWAUKEE, INC.	Wisconsin	April 21, 1981

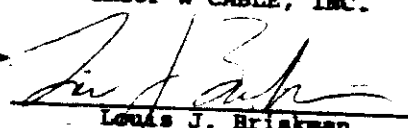
(c) The merger is permitted by the laws of the states of incorporation of each foreign subsidiary and is in compliance therewith.


4. The surviving corporation owns all of the outstanding shares of each corporation to be merged.

5. The Plan of Merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 29th day of April, 1983, and the statements contained therein are affirmed as true under penalties of perjury.

GROUP W CABLE, INC.


Louis J. Briskman
Vice President


Claire Feldman
Assistant Secretary

1 AK CA
 2 AK KY
 3 AK MN
 4 AK OH
 5 AK TX
 6 AK WI

CERTIFICATE OF MERGER
OF

- 1 TELEPROMPTER OF SACRAMENTO, INC.
- 2 TELEPROMPTER OF KENTUCKY, INC.
- 3 TELEPROMPTER OF ST. PAUL, INC.
- 4 TELEPROMPTER OF AVON LAKE, INC.
- 5 TELEPROMPTER OF SHEFFIELD LAKE, INC.
- 6 TELEPROMPTER OF RICHARDSON, INC.
- 7 TELEPROMPTER OF MILWAUKEE, INC.

INTO

- 8 GROUP W CABLE, INC.

UNDER SECTION 905 OF THE
BUSINESS CORPORATION LAW

Legal Department
 Group W Cable, Inc.
 888 Seventh Avenue
 New York, NY 10106

Att: Paula Eisenstadt, L.A.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 11 1983

AMT. OF CHECK 28
 FILING FEE 2
 TAX 2
 COUNTY FEE 2
 COPY 2
 CERT 2
 RETURN 2
 SPEC. MARSH 2
 BY: *new*

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8 (new) 12/31/81
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BILLED

RECEIVED
 MAY 11 9 AM '83

STATE OF NEW YORK
 DEPARTMENT OF STATE
 A TRUE COPY OF THE
 FILED IN THIS OFFICE

MAY 11 1983

WITNESS MY HAND
 SEAL OF THE STATE OF NEW YORK
 STATE OF THE STATE DEPARTMENT
 SECRETARY OF STATE

FILED