



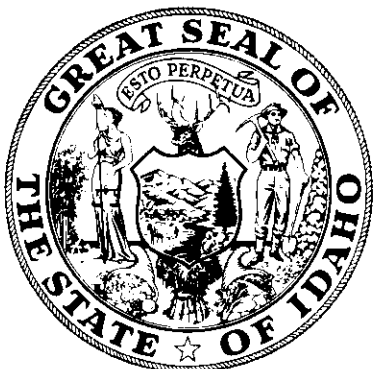
CERTIFICATE OF AUTHORITY
OF

GWC 66, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GWC 66, INC.
_____ for a Certificate of Authority to transact business in this State, 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 Authority to GWC 66, INC.
to transact business in this State under the name GWC 66, INC.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **March 20, 1986**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is GWC 66, INC.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is December 17, 1985 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 888 Seventh Avenue, New York, New York 10106

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any and all lawful acts or activities for which corporations may be qualified. To operate a cable system in a local community for the purpose of providing cable services.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
	SEE RIDER ATTACHED	

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: March 12, 1986

GWC 66, INC.

(Corporation Name)

By [Signature]
Louis Briskman Its President / Vice President (please specify)

and [Signature]
G. Todd Hardy Its Secretary / Assistant Secretary (please specify)

STATE OF NEW YORK)

COUNTY OF NEW YORK) ss:

I, MURIEL C. KASSIER, a notary public, do hereby certify that on
this 12th day of MARCH, 19 86, personally appeared before
me Louis Briskman, who being by me first duly sworn, declared that (s)he
is the Vice President of GWC 66, INC.

that (s)he signed the foregoing document as Vice President of the corporation and that
the statements therein contained are true.

[Signature]
MURIEL C. KASSIER Notary Public
Notary Public, State of New York
No. 24-4807028
Qualified in Kings County
Commission Expires March 30, 1989

Group W Cable, Inc. Officers
Names and Addresses

Louis Briskman 11 Riverside Drive New York, NY 11023	Vice President & Assistant Secretary	888 Seventh Avenue New York, NY 10106
Harry F. Murray 26 Oak Trail Road Englewood, NJ 07631	Chairman of the Board & Chief Executive Officer	888 Seventh Avenue New York, NY 10106
Daniel Ritchie Galaxy 7000 Blvd. East Guttenberg, NJ 07093	Sr. Vice President	888 Seventh Avenue New York, NY 10106
Steven a. Hildebrandt 11710 Castlewood Court Potomac Maryland 20854	Assistant Secretary	1111 18th St. N.W. Suite 200 Washington, D.C. 20036
Marcus O. Evans 1213-2 Michigan Ave Evanston, IL 60202	Vice President & Assistant Secretary	3970 N. Milwaukee Ave Chicago, Ill 60601
Donald C. Korb 9671 Linsay Road Pittsburgh, PA 15287	Treasurer	Gateway Center Pittsburgh, PA 15222
James L. Van DeMark 3508 Maplevine Road Bethel Park, PA 15102	Asst. Secretary & Asst. Treasurer	Gateway Center Pittsburgh, PA 15222
J.T. Lord 2133 Clairmont Drive Pittsburgh, PA 15241	Assistant Secretary	Gateway Center Pittsburgh, PA 15222
Claire Feldman 72-72 112th Street Forest Hills, N.Y. 11375	Assistant Secretary	888 Seventh Avenue New York, NY 10106
Burton Staniar 23 Glendon Road Ho-Ho-Kus, NJ 07423	President	888 Seventh Avenue New York, NY 10106
Bernard Rubin 569 E. 8th Street Brooklyn, N.Y. 11218	Assistant Controller	888 Seventh Avenue New York, NY 10106
Robert E. Faust 52 Brookridge Dr. Greenwich, Conn. 06830	Sr. Vice President Finance	888 Seventh Avenue New York, NY 10106

Group W Cable, Inc. Officers
Names and Addresses

G. Todd Hardy
19 Old Orchard Road
Westport, CT 06880

Vice President
& Secretary

888 Seventh Avenue
New York, NY 10106

Darrell W. Wensel
14-Turtleback Lane
Westport, CT 06880

Treasurer

888 Seventh Avenue
New York, NY 10106

Richard B. Hilton
P.O. Box 755
Goldens Bridge
New York, NY 10526

Controller

888 Seventh Avenue
New York, NY 10106

Day L. Patterson
14 Horatio Street
New York, NY 10014

Vice President
& Assistant
Secretary

888 Seventh Avenue
New York, NY 10106

Donald J. Platt
351 Twin Oaks Road
Pittsburgh, Pa 15243

Assistant
Secretary

Gateway Center
Pittsburgh, PA 15222

Group W Cable, Inc.
Directors Names & Addresses

William Baker 2 Highgate Rd Riverside, CT 06878	888 Seventh Avenue New York, NY 10106
Richard Harris 6 Shadybrook Lane Old Greenwich, CT 06870	888 Seventh Avenue New York, NY 10106
John Moran 49 East 96th Street New York, NY 10028	888 Seventh Avenue New York, NY 10106
Daniel Ritchie Galaxy 7000 Blvd. East Guttenberg, NJ 07093	888 Seventh Avenue New York, NY 10106
Harry F. Murray 26 Oak Trail Road Englewood, NJ 07631	888 Seventh Avenue New York, NY 10106

State of Delaware

PAGE 1

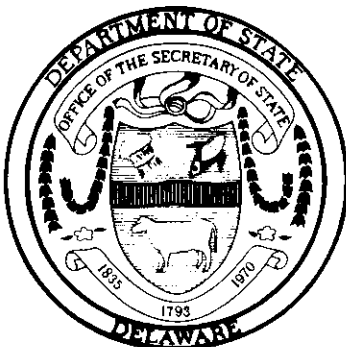


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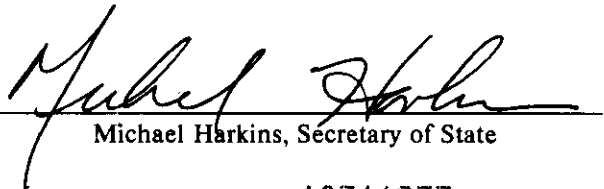
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY GWC 66, INC. IS DULY INCORPORATED
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING
AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS
OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 10764237

DATE: 03/18/1986