

State of Idaho

Department of State

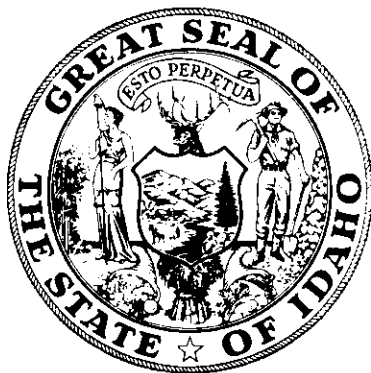
CERTIFICATE OF WITHDRAWAL OF

TCI OF IDAHO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TCI OF IDAHO, INC. for a Certificate of Withdrawal from 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated February 21, 19 86.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, 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 TCI of Idaho, Inc.
_____ . The name which it used in Idaho is _____
TCI of Idaho, Inc.
2. It is incorporated under the laws of Nevada.
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 that may be mailed is _____
Call Box 22595, Wellshire Station, Denver, CO 80222 Attn: Legal Dept.
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By _____

[Signature]
Its Sr. Vice President

And _____

[Signature]
Its _____ Secretary

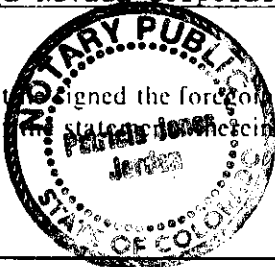
STATE OF Colorado)

) ss:

COUNTY OF Arapahoe)

I, Patricia Jones Jordan, a notary public, do hereby certify that on this _____ day of January, 19 86, personally appeared before me Donne F. Fisher, who being by me first duly sworn, declared that he is the Sr. Vice President of TCI of Idaho, Inc.
(a Nevada corporation)

that [Signature] signed the foregoing document as Sr. Vice President of the corporation and that the statements therein contained are true.



Patricia Jones Jordan
Notary Public