

Filing Fee: ~~450.00~~
\$100.00

66139

State of Rhode Island and Providence Plantations
FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

Providence Media GP Limited Partnership

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is Providence Media GP Limited Partnership
and, if different, the name which it
proposes to register and transact business in the State of Rhode Island is not applicable

(If not applicable, so state)

SECOND: It is organized under the laws of Delaware
and the date of its formation is November 22, 1991.

THIRD: The general character of the business it proposes to transact in Rhode Island is
to act as the general partner of Providence Media Partners L.P.,
a Delaware limited partnership

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited
partnership is c/o The Prentice-Hall Corporation System, Inc.

Suite 900, 170 Westminster Street, Providence, Rhode Island 02903

and the name of the agent resident in Rhode Island at that address is

The Prentice-Hall Corporation System, Inc.

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to
appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent
cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the
Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....

32 Loockerman Square
Suite L-100
Dover, Delaware 19001

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

General Partners

Address

Providence Ventures L.P.

901 Fleet Center

50 Kennedy Plaza

Providence, RI 02903

Limited Partners

Address

LF Media, L.P.

One Rockefeller Plaza

New York, NY 10020

Dated November 22, , 19 91 .

Providence Media GP Limited Partnership
(Exact name of Limited Partnership making application)

By Providence Ventures L.P.
(General Partner)

By [Signature]
(General Partner)

State of Rhode Island
County of Providence } Sc.

At Providence in said county on this 22nd
day of November , 19 91 , personally appeared before me
Jonathan M. Nelson ,

who, being by me first duly sworn, declared that he/she is a General Partner of ~~the~~ Providence Ventures L.P., the General Partner of Providence Media GP Limited Partnership , that he/she signed the foregoing document as a General Partner of the limited partnership, and that the statements therein contained are true.

of the General Partner

[Signature]
Notary Public
DAVID K. DUFFELL
My Commission Expires 6-30-93

Rec'd & Filed DEC 5 1991
AMT 76809

RECEIVED
SPECIAL AG STATE
SECRETARY
Dec 5 9 29 AM '91

State of Delaware



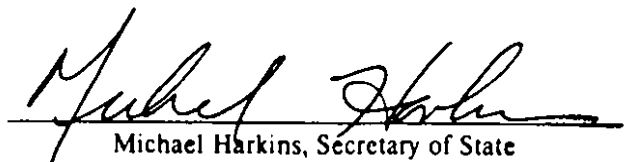
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "PROVIDENCE MEDIA GP LIMITED PARTNERSHIP" FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1991, AT 3:01 O'CLOCK P.M.

* * * * *



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Michael Harkins, Secretary of State

AUTHENTICATION: *3252735

DATE: 12/02/1991