



Group W Cable, Inc., A Subsidiary of  
WESTINGHOUSE BROADCASTING AND CABLE, INC.

888 SEVENTH AVENUE, NEW YORK, NY 10106 (212) 247-8700

CLAIRE FELDMAN  
Assistant Secretary  
Vice President, Administration  
Cable Division

September 8, 1982

Mr. C.C. Holly,  
Utilities Engineer  
Dept. of Transportation  
605 Swanee Street  
Room 454  
Tallahassee, FL 32301

*Handwritten notes:*  
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✓ RE RE  
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Gordon  
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Dear Mr. Holly:

This will confirm our recent telephone conversation regarding the Waiver Agreement between Teleprompter and the Department of Transportation.

Teleprompter Southeast, Inc. and Teleprompter Corporation presently have on file with the Department of Transportation Tallahassee office, the appropriate Waiver Agreements. On June 1, 1982, Teleprompter Southeast, Inc. was merged into its parent corporation, Teleprompter Corporation. Subsequently, Teleprompter Corporation was merged into its parent corporation, Group W Cable, Inc. I am attaching copies of the pertinent merger documents.

This letter is to request that the present Waiver Agreement be changed to reflect Group W Cable, Inc., and I am hereby affixing its corporate seal.

Should you require anything further, please advise.

Very truly yours,

CF:DQ  
Enc.

Group W Television: KDKA-TV, Pittsburgh - KPIX (TV), San Francisco - KYW-TV, Philadelphia - WBZ-TV, Boston - WJZ-TV, Baltimore - WPCO-TV, Charlotte  
Group W Radio: KDKA and WPNT, Pittsburgh - KFWB, Los Angeles - KJQY, San Diego - KOAX, Dallas - KDDA, Houston - KOSI, Denver - KYW, Philadelphia  
WBZ, Boston - WIND, Chicago - WINS, New York - WOWO, Fort Wayne

Group W Cable

Filmation Associates - Group W Productions - Group W Satellite Communications - Group W Television Sales  
Home Theater Network - Muzak - Radio Advertising Representatives - TVSC

CERTIFICATE OF MERGER  
OF  
TELEPROMPTER CORPORATION  
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 CORPORATION.

GROUP W CABLE, INC. was originally incorporated under the Business Corporation Law as WESTINGHOUSE CABLE ACQUISITION, 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 CORPORATION	1,000 Common Shares	1,000

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

The Certificate of Incorporation of TELEPROMPTER CORPORATION was filed in the Department of State on the 3rd day of January, 1951.

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

5. The merger shall be effective on the 1st day of June, 1982.

6. 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 21 day of MAY, 1982, and the statements contained therein are affirmed as true under penalties of perjury.

GROUP W CABLE, INC.

M. Christopher Derick, President

Claire Feldman, Asst. Secretary

CERTIFICATE OF MERGER

OF

Teleprompter of Jamestown, Inc.  
Teleprompter of Mohawk Valley, Inc.  
Teleprompter of Newburgh Cable TV Corporation  
Teleprompter of Oswego, Inc.  
Litt Music Publishing Corporation  
Teleprompter Southeast, Inc.  
Video Cable Systems, Inc.  
Mountain Cable TV, Inc.  
Teleprompter of San Bernardino, Inc.  
Teleprompter of Simi, Inc.  
Teleprompter of Buena Park, Inc.  
Teleprompter of Southern California, Inc.  
Teleprompter of The San Joaquin Valley, Inc.  
Teleprompter Connecticut CATV Corporation  
Teleprompter of Galveston Cable TV Corporation  
Teleprompter Transmission of Kansas, Inc.  
Teleprompter Transmission of Oregon, Inc.  
Quincy Cablevision  
Teleprompter of Leesville, Inc.  
Northeast Minnesota Cable TV, Inc.  
Teleprompter of Wayne, Inc.  
Teleprompter of Dearborn, Inc.  
Tahoe Systems  
Garden State Television Cable Corp.  
Teleprompter of San Juan, Inc.  
Teleprompter Transmission of New Mexico, Inc.  
Teleprompter of Greenwood, Inc.  
Teleprompter of Commerce, Inc.  
Teleprompter of Irving, Inc.  
Teleprompter of Virginia, Inc.  
Northwest Cablevision, Inc.  
Rawlins Music, Inc.

INTO

Teleprompter Corporation

UNDER SECTION 905 OF THE  
BUSINESS CORPORATION LAW

\* \* \* \* \*

Teleprompter Corporation, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. Teleprompter Corporation, a corporation of the State of New York, owns all of the outstanding shares of Teleprompter of Jamestown, Inc. (formerly Jamestown Cablevision, Inc.), Teleprompter of Mohawk Valley, Inc. (formerly Antenna - Vision, Inc.), Teleprompter of Newburgh Cable TV Corporation (formerly Hightower of Newburgh, Inc.), Teleprompter of Oswego, Inc. (formerly Unicable, Inc.), Litt Music Publishing Corporation, Teleprompter Southeast, Inc., Video Cable Systems, Inc., Mountain Cable TV, Inc., Teleprompter of San Bernardino, Inc., Teleprompter of Simi, Inc., Teleprompter of Buena Park, Inc., Teleprompter of Southern California, Inc., Teleprompter of The San Joaquin Valley, Inc., Teleprompter Connecticut CATV Corporation, Teleprompter of Galveston Cable TV Corporation, Teleprompter Transmission of Kansas, Inc., Teleprompter Transmission of Oregon, Inc., Quincy Cablevision, Teleprompter of Leesville, Inc., Northeast Minnesota Cable TV, Inc., Teleprompter of Wayne, Inc., Teleprompter of Dearborn, Inc., Tahoe Systems, Garden State Television Cable Corp., Teleprompter of San Juan, Inc., Teleprompter Transmission of New Mexico, Inc., Teleprompter of Greenwood, Inc., Teleprompter of Commerce, Inc., Teleprompter of Irving, Inc., Teleprompter of Virginia, Inc., Northwest Cablevision, Inc. and Rawlins Music, 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 Corporation</u>	<u>Outstanding Shares</u>	<u>Number of Shares</u>
Teleprompter of Jamestown, Inc.	746½	746½
Teleprompter of Mohawk Valley, Inc.	255	255
Teleprompter of Newburgh Cable TV Corporation	200	200
Teleprompter of Oswego, Inc.	56	56
Litt Music Publishing Corporation	100	100
Teleprompter Southeast, Inc.	2,000	2,000
Video Cable Systems, Inc.	10	10
Mountain Cable TV, Inc.	810	810
Teleprompter of San Bernardino, Inc.	100	100
Teleprompter of Simi, Inc.	323	323
Teleprompter of Buena Park, Inc.	100	100
Teleprompter of Southern California, Inc.	100	100
Teleprompter of The San Joaquin Valley, Inc.	100	100
Teleprompter Connecticut CATV Corporation	20	20
Teleprompter of Galveston Cable TV Corporation	10	10
Teleprompter Transmission of Kansas, Inc.	1,000	1,000
Teleprompter Transmission of Oregon, Inc.	100	100
Quincy Cablevision	300	300

<u>Name of Corporation</u>	<u>Outstanding Shares</u>	<u>Number of Shares</u>
Teleprompter of Leesville, Inc.	50,000	50,000
Northeast Minnesota Cable TV, Inc.	1,000	1,000
Teleprompter of Wayne, Inc.	100	100
Teleprompter of Dearborn, Inc.	100	100
Tahoe Systems	2,568	2,568
Garden State Television Cable Corp.	200	200
Teleprompter of San Juan, Inc.	100	100
Teleprompter Transmission of New Mexico, Inc.	10	10
Teleprompter of Greenwood, Inc.	75	75
Teleprompter of Commerce, Inc.	10,000	10,000
Teleprompter of Irving, Inc.	100	100
Teleprompter of Virginia, Inc.	5,000	5,000
Northwest Cablevision, Inc.	400	400
Rawlins Music, Inc.	10,000	10,000

3. (a) The Certificate of Incorporation of *Teleprompter of Jamestown, Inc.* (formerly *Jamestown Cablevision, Inc.*), *Teleprompter of Mohawk Valley, Inc.* (formerly *Antenna - Vision, Inc.*), *Teleprompter of Newburgh Cable TV Corporation* (formerly *Hightower of Newburgh, Inc.*), *Teleprompter of Oswego, Inc.* (formerly *Unicable, Inc.*), and *Litt Music Publishing Corporation* were filed in the Department of State on the 25th day of November, 1964; the 25th day of April, 1963; the 30th day of

June, 1965; the 23rd day of June, 1964; and the 18th day of May, 1971, respectively.

(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 Southeast, Inc.	Alabama	September 25, 1961
Video Cable Systems, Inc.	Alabama	March 17, 1959
Mountain Cable TV, Inc.	California	September 15, 1967
Teleprompter of San Bernardino, Inc.	California	June 4, 1962
Teleprompter of Simi, Inc.	California	April 16, 1964
Teleprompter of Buena Park, Inc.	California	August 3, 1979
Teleprompter of Southern California, Inc.	California	December 5, 1979
Teleprompter of The San Joaquin Valley, Inc.	California	October 14, 1980
Teleprompter Connecticut CATV Corporation	Delaware	May 31, 1967
Teleprompter of Galveston Cable TV Corporation	Delaware	March 23, 1971
Teleprompter Transmission of Kansas, Inc.	Delaware	May 25, 1960
Teleprompter Transmission of Oregon, Inc.	Delaware	June 5, 1961
Quincy Cablevision	Florida	January 11, 1966
Teleprompter of Leesville, Inc.	Louisiana	June 17, 1963
Northeast Minnesota Cable TV, Inc.	Minnesota	May 29, 1968
Teleprompter of Wayne, Inc.	Michigan	January 4, 1980
Teleprompter of Dearborn, Inc.	Michigan	January 21, 1980



<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>
Tahoe Systems	Nevada	April 30, 1962
Garden State Television Cable Corp.	New Jersey	September 13, 1962
Teleprompter of San Juan, Inc.	New Mexico	April 21, 1980
Teleprompter Transmission of New Mexico, Inc.	New Mexico	January 19, 1960
Teleprompter of Greenwood, Inc.	South Carolina	February 18, 1966
Teleprompter of Commerce, Inc.	Texas	August 10, 1971
Teleprompter of Irving, Inc.	Texas	October 6, 1980
Teleprompter of Virginia, Inc.	Virginia	June 10, 1964
Northwest Cablevision, Inc.	Washington	June 1, 1965
Rawlins Music, Inc.	Wyoming	September 2, 1958

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

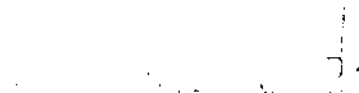
4. The surviving corporation owns all of the outstanding shares of each corporation to be merged.


5. The merger shall be effective on the 1st day of June, 1982.

6. 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 21 day of May, 1982, and the statements contained therein  
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Teleprompter Corporation

  
\_\_\_\_\_  
M. Christopher Derick, President

  
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Claire Feldman, Asst. Secretary



Group W Cable, Inc., A Subsidiary of  
WESTINGHOUSE BROADCASTING AND CABLE, INC.

888 SEVENTH AVENUE, NEW YORK, NY 10106 (212) 247-8700

CLAIRE FELDMAN  
Assistant Secretary  
Vice President, Administration  
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September 8, 1982

Mr. C.C. Holly,  
Utilities Engineer  
Dept. of Transportation  
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Dear Mr. Holly:

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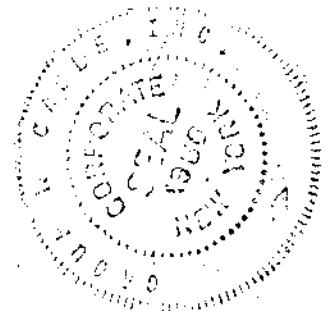
Teleprompter Southeast, Inc. and Teleprompter Corporation presently have on file with the Department of Transportation Tallahassee office, the appropriate Waiver Agreements. On June 1, 1982, Teleprompter Southeast, Inc. was merged into its parent corporation, Teleprompter Corporation. Subsequently, Teleprompter Corporation was merged into its parent corporation, Group W Cable, Inc. I am attaching copies of the pertinent merger documents.

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Should you require anything further, please advise.

Very truly yours,

*Claire Feldman*



CF:DQ  
Enc.

Group W Television: KDKA-TV, Pittsburgh • KPIX (TV), San Francisco • KYW-TV, Philadelphia • WBZ-TV, Boston • WJZ-TV, Baltimore • WPCQ-TV, Charlotte  
Group W Radio: KDKA and WPNT, Pittsburgh • KFWB, Los Angeles • KJQY, San Diego • KOAX, Dallas • KODA, Houston • KOSI, Denver • KYW, Philadelphia  
WBZ, Boston • WIND, Chicago • WINS, New York • WOWO, Fort Wayne

Group W Cable

Filmation Associates • Group W Productions • Group W Satellite Communications • Group W Television Sales  
Home Theater Network • Muzak • Radio Advertising Representatives • TVSC

Teleprompter Corporation

OFFICER'S CERTIFICATE

I, the undersigned, Assistant Secretary of TELEPROMPTER CORPORATION, a corporation duly organized and existing under the laws of the State of New York, hereby certify that at a meeting of the Board of Directors of said Corporation, duly called and held at its office in the City of New York, State of New York, on the 27th day of March 1980, that at said meeting a quorum was present and voting throughout, and that the following resolutions on motion duly made and seconded were unanimously adopted and now in full force and effect:

RESOLVED, that either Ray L. Graber, Ron Minshew, or Robert T. Williams is hereby authorized to affix his name and title as legally qualified agent in the filing of applications for Utility Permits with the State of Florida, Department of Transportation.

RESOLVED, that in the interest of expediting the filing of Utility Permit requests with the State of Florida, Department of Transportation, the corporation is authorized to request a waiver of the need for a corporate seal on such requests.

  
Claire Feldman, Assistant Secretary

(Seal)

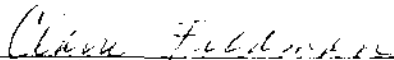
TelePrompTer Southeast, Inc.

OFFICER'S CERTIFICATE

I, the undersigned, Assistant Secretary of TELEPROMPTER SOUTHEAST, Inc., a corporation duly organized and existing under the laws of the State of Florida, hereby certify that at a meeting of the board of directors of said Corporation, duly called and held at its office in the City of New York, State of New York, on the 23th day of January, 1978, that at said meeting a quorum was present and voting throughout, and that the following resolutions on motion duly made and seconded were unanimously adopted and now in full force and effect:

RESOLVED, that either Jerold Stabler or Ron Minshew, is hereby authorized to affix his name and title as legally qualified agent in the filing of applications for Utility Permits with the State of Florida, Department of Transportation.

RESOLVED, that in the interest of expediting the filing of Utility Permit requests with the State of Florida, Department of Transportation, the corporation is authorized to request a waiver of the need for a corporate seal on such requests.

  
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Claire Feldman, Assistant  
Secretary

(Seal)

Teleprompter Corporation

OFFICER'S CERTIFICATE

I, the undersigned, Assistant Secretary of TELEPROMPTER CORPORATION, a corporation duly organized and existing under the laws of the State of New York, hereby certify that at a meeting of the Executive Committee of the Board of Directors of said Corporation, duly called and held at its office in the City of New York, State of New York, on the 8th day of September, 1977, that at said meeting a quorum was present and voting throughout, and that the following resolutions on motion duly made and seconded were unanimously adopted and now in full force and effect:

RESOLVED, that either Terry Meyering or Ernie Ervin, is hereby authorized to affix his name and title as legally qualified agent in the filing of applications for Utility Permits with the State of Florida, Department of Transportation.

RESOLVED, that in the interest of expediting the filing of Utility Permits with the State of Florida Department of Transportation, the Corporation is authorized to request a waiver of the need for a corporate seal on such Permits.

Claire Feldman  
Claire Feldman, Assistant Secretary

(Seal)