

**ARTICLES OF INCORPORATION
CABLE DIRECT OF ALABAMA, INC.
A CLOSE CORPORATION**

The undersigned, for the purposes of forming a corporation under the Alabama Business Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE. The name of the corporation is Cable Direct of Alabama, Inc. This is a close corporation authorized by Article 11 of Chapter 2A, Title 10, Code of Alabama, 1975 as amended, the incorporator electing so to become and to conform these Articles of Incorporation to the requirements of sec. 10-21-301, Code of Alabama, 1975.

ARTICLE TWO. The duration of the corporation is perpetual.

ARTICLE THREE. This corporation is organized to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

ARTICLE FOUR. The address of the registered office of the corporation is 3555 Highway 331, Columbiana, AL 35051 and the registered agent at such address is Fred Chateau.

ARTICLE FIVE. The total number of shares which the corporation is authorized to issue is one million, all of which shall be of one class, common shares, with a par value of one dollar per share.

ARTICLE SIX. The name and address of the incorporator and initial director is Fred Chateau, 3555 Highway 331, Columbiana, AL 35051.

ARTICLE SEVEN. There shall be no pre-emptive rights. All of the issued shares are subject to one or more of the restrictions on transfer permitted by sec. 10-2A-41 of the Code of Alabama, 1975 as amended, and specifically a right of refusal and first option as

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contemplated by sec. 10-2A-41(c)(1), Code of Alabama, 1975 such that within eight months of the death of any shareholder or the termination of his employment with the corporation or the written signification of any shareholder, directed to the Secretary then in office, that he desires to transfer any or all of his shares in the corporation the President of the corporation then in office may elect to purchase the subject shares at their par value either at the time of the said death, termination of employment, or written signification or at the time of their initial purchase by the present holder, whichever will yield to their present holder a greater gross return.

ARTICLE EIGHT. All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by no more than fifteen (15) shareholders. For purposes of determining the number of holders of record of the stock of the corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one shareholder.

ARTICLE NINE. These Articles of Incorporation are adopted pursuant to resolution of the Board of Directors of this corporation, no shares of stock having been issued.

IN WITNESS WHEREOF, the undersigned have subscribed their names this the 27th day of August, 1993.



FRED CHATEAU,
President.



MILLICENT BRANCH,
Secretary/Treasurer.

VERIFICATION

STATE OF ALABAMA)
COUNTY OF SHELBY)

Personally appeared before me the undersigned attesting authority authorized to administer oaths Fred Chateau who being by me duly sworn deposes and says on oath as follows.

My name is Fred Chateau. I am over the age of nineteen years and have personal knowledge that the facts set forth herein are true. I am Director and President and Millicent Branch is Secretary/Treasurer of Cable Direct of Alabama, Inc. The foregoing Articles of Incorporation correctly set forth the corresponding provisions of the Articles of Incorporation unanimously adopted by the Board of Directors.

Further affiant saith naught.



FRED CHATEAU

Sworn and subscribed before me this the
27th day of August, 1993.



NOTARY PUBLIC

My comm. expires: MY COMMISSION EXPIRES JANUARY 15, 1995

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Cable Direct of Alabama, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Fred Chateau, 3555 Highway 331, Columbiana, AL 35051 for a period of one hundred twenty days beginning August 27, 1993 and expiring December 26, 1993. ✓



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 27, 1993

Date

A handwritten signature in black ink that reads 'Jim Bennett'. The signature is written in a cursive style with a large, stylized 'J' and 'B'.

Jim Bennett

Secretary of State

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF

CABLE DIRECT OF ALABAMA, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of CABLE DIRECT OF ALABAMA, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of CABLE DIRECT OF ALABAMA, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 1st day of SEPTEMBER, 19 93.

Thomas A. Snowden, Jr.

Judge of Probate

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