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SECOND AMENDMENT TO THE

A. . A à B

CERTIFICATE OF LIMITED PARTNERSHIP

OF

US CABLE OF NORTHERN INDIANA

KNOW ALL YE MEN BY THESE PRESENTS THAT:

WHEREAS, pursuant to the Uniform Limited Partnership Law of the State of Indiana, a certain Certificate of Limited Partnership for NORTHERN INDIANA CATV ASSOCIATES was filed and recorded in the office of the Lake County Recorder, Crown Point, Indiana, on July 11, 1980; and

WHEREAS, the First Amendment to the Certificate of Limited Partnership was filed and recorded in the office of the Lake County Recorder, Crown Point, Indiana on August 11, 1980 changing the name of the Partnership to US CABLE OF NORTHERN INDIANA; and

WHEREAS, pursuant to the Uniform Limited Partnership Law of the State of Indiana, the parties hereto do hereby wish to further amend the aforesaid Certificate of Limited Partnership;

NOW, THEREFORE, the parties do hereby amend the Certificate of Limited Partnership for US CABLE OF NORTHERN INDIANA as follows:

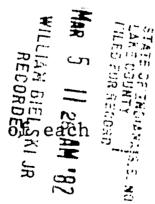
- 1. By eliminating the present Paragraphs 4, 6, and 9 and substituting in place thereof the following;
- 4. (a) The name and place of residence of the general partner are as follows;

Northern Indiana Capital Corp. 411 Hackensack Avenue Hackensack, New Jersey 07601

(b) The name and place of residence of the each limited partner are as follows;

Phillip E. Bainbridge 2633 45th Street Highland, Indiana 46322

Erich K. Boehm 2633 45th Street Highland, Indiana 46322



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H & H Associates 7327 Parkwood Court, # 301 Falls Chruch, Virginia 22042

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Robert W. Santora 747 Crescent Avenue Glenside, Pennsylvania 19038

6. The amount of cash and the description and agreed value of any other property contributed be each limited partner are as follows:

Limited Partner	Cash	Other Property
Phillip E. Bainbridge Erich K. Boehm H & H Associates Robert W. Santora	\$ 1,000.00 \$20,000.00 \$ 100.00 \$10,000.00	None None None

9. The share of the profits which each limited partner shall receive by reason of his contribution is as follows:

<u>Limited Partner</u>	Share
Phillip E. Bainbridge Erich K. Boehm H & H Associates	18% 2% 1%
Robert W. Santora	1%

Except as modified hereby, the Certificate of Limited Partnership of US CABLE OF NORTHERN INDIANA is hereby restated and approved.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this day of February, 1982.

NORTHERN INDIANA CAPITAL CORP. General Partner

Bv:

Stephen E. Myers, President

(signatures continued on next page)

LIMITED PARTNERS:

Northern Indiana Capital Corp., as Attorney-in-Fact for all the below listed Limited Partners:

NORTHERN INDIANA CAPITAL CORP.

By:

Stephen E. Myers, President

Phillip E. Bainbridge Erich K. Boehm H & H Associates Robert W. Santora

Stephen E. Myers, being President of Northern Indiana Capital Corp., the sole general partner of US Cable of Northern Indiana, has executed this Certificate in its capacity as Attorney-in-Fact as provided in the Agreement of Limited Partnership.

STATE OF NEW JERSEY)
: SS:
COUNTY OF BERGEN)

BE IT REMEMBERED, that on this 18th day of February, 1982, before me, the subscriber, a Notary Public of the State of New Jersey, personally appeared STEPHEN E. MYERS, the President of the corporate General Partner of US Cable of Northern Indiana, who, I am satisified, is the person named in and who has executed the within Instrument, and I having first made known to him the contents thereof, he thereupon acknowledged that he signed, sealed with the corporate seal and delivered the said Instrument as President of the corporate General Partner and as Attorney-in-Fact for each of the Limited Partners, that the within Instrument is the voluntary act and deed of said Partnership, made by virtue of authority from the said Partnership and each of the Limited Partners.

DIMEC O. OPERIA E A Matacy Table of Rew Jerse, to Complying Entry April 26, 1

Prepared by:

ELLIOT I, KRAMER, ESQ.