



Henry Walker
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October 7, 2014

Herbert Hilliard, Chairman
c/o Sharla Dillon
Tennessee Regulatory Authority
502 Deaderick Street
4th Floor
Nashville, TN 37243

Re: Petition of Midwest Cable Phone of Tennessee, LLC for a Certificate as a
Competing Telecommunications Service Provider
Docket No. 14-00067

Dear Chairman Hilliard:

The entity named Midwest Cable, LLC in the above-captioned Petition has now been converted to a corporation named Midwest Cable, Inc., effective September 22, 2014.¹ The company's certificate of incorporation and certificate of conversion are attached.

This change does not otherwise affect the Petition. Please call me if you have any questions.

Sincerely,

BRADLEY ARANT BOULT CUMMINGS LLP

By:

A handwritten signature in dark ink, appearing to read 'Henry Walker', written over the printed name.

Henry Walker

HW/mkc
Enclosure

¹ The anticipated conversion of Midwest Cable from a limited liability company to a corporation is described in the application on page 2, footnote 1.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "MIDWEST CABLE, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "MIDWEST CABLE, LLC" TO "MIDWEST CABLE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2014, AT 4:50 O'CLOCK P.M.

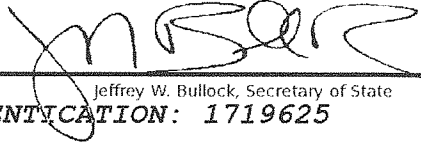
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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141207301

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1719625

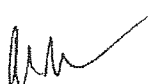
DATE: 09-22-14

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY
TO A CORPORATION
PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

1. The date on which the limited liability company was formed is May 27, 2014.
2. The name of the limited liability company immediately prior to filing this Certificate is Midwest Cable, LLC.
3. The name of the corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) is:

Midwest Cable, Inc.
4. The limited liability company herein being converted is duly organized and existing under the laws of Delaware.
5. This Certificate of Conversion shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 22nd day of September, 2014.



Arthur R. Block, Authorized Person

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "MIDWEST CABLE, INC." FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2014, AT 4:50 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5540218 8100V

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1719625

DATE: 09-22-14

CERTIFICATE OF INCORPORATION

OF

MIDWEST CABLE, INC.

FIRST: The name of the corporation is:

Midwest Cable, Inc.

SECOND: The address of its registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is: The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is:

To have unlimited power to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is: 1,000 shares of common stock, par value \$.01 per share.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Sharon L. Dougherty	c/o Comcast Corporation 1701 John F. Kennedy Boulevard Philadelphia, PA 19103-2838

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the corporation.

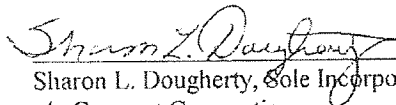
SEVENTH: Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said

application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINETH: A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this shall not exempt a director from liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which a director derived an improper personal benefit. In the case of any change in Delaware law which expands the liability of directors, the limited liability of directors shall continue as theretofore to the extent permitted by law; in the case of any change in Delaware law which permits the corporation, without the requirement of any further action by the stockholders or directors of the corporation, to limit further the liability of directors, then such liability thereupon shall be so limited to the extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand on September 22, 2014.


Sharon L. Dougherty, Sole Incorporator
c/o Comcast Corporation
1701 John F. Kennedy Boulevard
Philadelphia, PA 19103-2838