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Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

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Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Lee W. Zieroth

March 5 2001

Name of Person Signing

Signature

Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 CORPORATION UNDER THE NAME OF "TELE-COMMUNICATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TELE-COMMUNICATIONS, INC." TO "AT&T BROADBAND, LLC", FILED IN THIS OFFICE ON THE TENTH DAY OF MARCH, A.D. 2000, AT 8 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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001120938

AUTHENTICATION: 0306547

DATE: 03-10-00

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**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
TELE-COMMUNICATIONS, INC.
TO
AT&T BROADBAND, LLC**

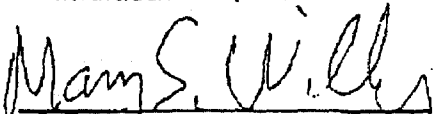
This Certificate of Conversion to Limited Liability Company, dated as of March 10, 2000, is being duly executed and filed by Tele-Communications, Inc., a Delaware corporation (the "Company"), and Mary M. McChesney, as an authorized person of AT&T Broadband, LLC, a Delaware limited liability company (the "LLC"), to convert the Company to the LLC, under the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "GCL").

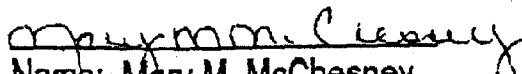
1. The Company's name when it was originally incorporated was TC/Liberty Holding Company and immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Tele-Communications, Inc.
2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on January 24, 1994, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
3. The name of the LLC into which the Company shall be converted as set forth in its certificate of formation is AT&T Broadband, LLC.
4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the GCL.
5. The conversion of the Company to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

Tele-Communications, Inc.

By:


Name: Mary S. Willis
Title: Senior Vice President


Name: Mary M. McChesney
Authorized Person of LLC

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "AT&T BROADBAND, LLC" FILED IN THIS OFFICE ON THE TENTH DAY OF MARCH, A.D. 2000, AT 8 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 0306547

03-10-00

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Document #: 27736 v3
Author_jd: MARYMC #fo31.doc

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