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## MERGER OR SHARE EXCHANGE

KNOLGY OF FLORIDA, INC.

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Merge  
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**ARTICLES OF MERGER  
OF  
KNOLOGY OF PANAMA CITY, INC.  
(a Florida corporation)  
WITH AND INTO  
KNOLOGY OF FLORIDA, INC.  
(a Delaware corporation)**

Pursuant to the provisions of § 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

1. The name and state of incorporation of each constituent company to the merger are:

Name	State of Incorporation
Knology of Florida, Inc.	Delaware
Knology of Panama City, Inc.	Florida


2. The Plan of Merger by and between Knology of Florida, Inc. and Knology of Panama City, Inc. is attached hereto as Exhibit A and is incorporated herein by reference.

3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of Knology of Panama City, Inc. on December 30, 2004. The Plan of Merger was adopted by the Board of Directors of Knology of Florida, Inc. on December 30, 2004.


[Signatures on Following Page]

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by their duly authorized representatives this 30th day of December, 2004.

KNOLOGY OF PANAMA CITY, INC.

By:   
Name: Chad S. Wachter  
Title: Vice President and Corporate Secretary

KNOLOGY OF FLORIDA, INC.

By:   
Name: Chad S. Wachter  
Title: Vice President and Corporate Secretary

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**EXHIBIT A**  
**PLAN OF MERGER**

**PLAN OF MERGER  
of  
KNOLOGY OF PANAMA CITY, INC.  
with and into  
KNOLOGY OF FLORIDA, INC.**

THIS PLAN OF MERGER, dated as of December 30, 2004, is entered into by Knology of Florida, Inc., a Delaware corporation ("Knology of Florida"), and Knology of Panama City, Inc., a Florida corporation ("Knology of Panama City"), for the purpose of providing for the merger of Knology of Panama City with and into Knology of Florida (the "Merger"), and establishing the terms of the Merger.

**ARTICLE ONE  
THE MERGER**

1.1 Subject to the terms and conditions set forth in this Plan of Merger, at the Effective Time, Knology of Panama City shall merge with and into Knology of Florida, with Knology of Florida being the surviving corporation (the "Surviving Corporation") in the Merger. Following the Merger, the Surviving Corporation will continue to be governed by the laws of the State of Delaware.

1.2 The Certificate of Incorporation of Knology of Florida, as in effect immediately prior to the Effective Time, will remain in full force and effect as the Certificate of Incorporation of the Surviving Corporation following the Merger.

1.3 The Bylaws of Knology of Florida, as in effect immediately prior to the Effective Time, will remain in full force and effect as the Bylaws of Surviving Corporation following the Merger.

1.4 The directors and officers of Knology of Florida immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation following the Merger.

**ARTICLE TWO  
MANNER OF CONVERTING SHARES**

2.1 At and following the Effective Time, each share of Knology of Florida common stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

2.2 Each share of Knology of Panama City common stock shall be cancelled and deemed no longer outstanding for any purpose.

**ARTICLE THREE**  
**EFFECTIVE TIME**

The Merger shall become effective on December 30, 2004 (the "Effective Time"), but if for any reason the Merger does not become effective on that date, then the Merger will become effective as soon as possible thereafter upon the effectiveness of the Certificate of Merger, which shall be filed with the Secretary of State of the State of Delaware, and the Articles of Merger, which shall be filed with the Secretary of State of the State of Florida.

**ARTICLE FOUR**  
**TERMINATION AND AMENDMENT**

This Plan of Merger may be terminated at any time prior to the Effective Time by the Board of Directors of each of Knology of Florida or Knology of Panama City. This Plan of Merger may be amended by the Board of Directors of each of Knology of Florida or Knology of Panama City or by the appropriate officers of each of Knology of Florida or Knology of Panama City pursuant to authority delegated by the Board of Directors of each of Knology of Florida or Knology of Panama City, as the case may be. Any termination or amendment permitted by this Article Four must in writing and signed by both parties.

**ARTICLE FIVE**  
**EFFECT OF MERGER**

Without limitation, the Merger will have the effects prescribed by Section 259 of the Delaware General Corporation Law and Section 607.1106 of the Florida Business Corporation Act. Specifically:

- (1) The separate corporate existence of Knology of Panama City will cease.
- (2) All property owned by Knology of Panama City and Knology of Florida shall be vested in Knology of Florida without reversion or impairment.
- (3) All liabilities of Knology of Panama City and Knology of Florida shall be vested in Knology of Florida.
- (4) A proceeding pending against Knology of Panama City or Knology of Florida may be continued as if the Merger did not occur or Knology of Florida may be substituted in the proceeding for Knology of Panama City.

**ARTICLE SIX**  
**MISCELLANEOUS**

6.1 This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Delaware, except to the extent the laws of the State of Florida applies to the Merger.


6.2 This Plan of Merger may be executed in counterparts, by facsimile or otherwise, and when so executed shall constitute one and the same instrument notwithstanding that all parties are not signatories to the original or any of the same counterparts.

[Signatures on Following Page]

IN WITNESS WHEREOF, Knology of Florida and Knology of Panama City have caused this Plan of Merger to be executed by their duly authorized officers and their seals to be herunto affixed as of the date first above written.

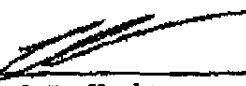
KNOLOGY OF PANAMA CITY, INC.

[SEAL]

By:   
Name: Chad S. Wachter  
Title: Vice President and Corporate Secretary

KNOLOGY OF FLORIDA, INC.

[SEAL]

By:   
Name: Chad S. Wachter  
Title: Vice President and Corporate Secretary