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(Requestor's Name)

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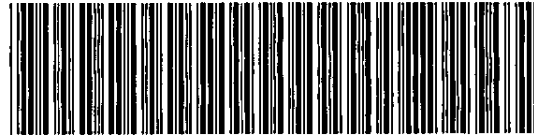
(Business Entity Name)

(Document Number)

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2013 MAY 16 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
S/D

DR
5/17/13



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : I20000000195

REFERENCE : 653001 4355598

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 70.00

ORDER DATE : May 16, 2013

ORDER TIME : 3:41 PM

ORDER NO. : 653001-010

CUSTOMER NO: 4355598

ARTICLES OF MERGER

COMCAST OF FLORIDA/ILLINOIS/
MICHIGAN, INC.

INTO

COMCAST OF GREATER FLORIDA/
GEORGIA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

FILED

2013 MAY 16 PM 4:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
79

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Comcast of South Florida I, Inc.	Florida	Corporation
Comcast of Florida/Illinois/Michigan, Inc.	Delaware	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Comcast of Greater Florida/Georgia, Inc.	Florida	corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

May 17, 2013

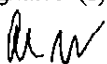
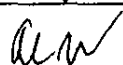
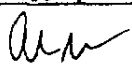
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Comcast of South Florida I, Inc.		Arthur R. Block, Sr. VP
Comcast of Florida/Illinois/Michigan, Inc		Arthur R. Block, Sr. VP
Comcast of Greater Florida/Georgia, Inc		Arthur R. Block, Sr. VP

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Comcast of South Florida I, Inc.	Florida	corporation
Comcast of Florida/Illinois/Michigan, Inc	Delaware	corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Comcast of Greater Florida/Georgia, Inc.	Florida	corporation

THIRD: The terms and conditions of the merger are as follows:

See attached Plan of Merger

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached plan of merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached plan of merger.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached plan of merger.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

See attached plan of merger.

(Attach additional sheet if necessary)

Plan of Merger

This PLAN OF MERGER was adopted on May 14, 2013, by and between Comcast of Florida/Illinois/Michigan, Inc., a Delaware corporation ("COFIM"), Comcast of South Florida I, Inc., a Florida corporation ("COSF I") and Comcast of Greater Florida/Georgia, Inc., a Florida corporation ("COGFG"). COFIM, COSF I and COGFG are collectively referred to herein as the "Constituent Entities."

WITNESSETH:

WHEREAS, COFIM is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on September 23, 1994. Its sole shareholder is Comcast of Georgia/Virginia, Inc., a Colorado corporation ("COGV"); and

WHEREAS, COSF I is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on March 2, 1971. Its sole shareholder is Comcast of Georgia/Virginia, Inc., a Colorado corporation ("COGV"); and

WHEREAS, COGFG is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on February 25, 1971. Its sole shareholder is COGV; and

WHEREAS, COGV and the sole director of each of COFIM and COSF I and COGFG, by resolutions adopted, have approved this Plan of Merger and declared it to be in the best interest of the Constituent Entities that COFIM and COSF I merge with and into COGFG with COGFG as the surviving corporation (the "Surviving Corporation") in the manner and under the terms and conditions hereinafter set forth and pursuant to the applicable provisions of the Florida Business Corporation Act and the Delaware General Corporation Law.

NOW, THEREFORE, for the purpose of affecting such merger and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements contained herein, the Constituent Entities, each intending to be legally bound, hereby covenant and agree as follows:

- FIRST: Upon compliance with the applicable provisions of the Florida Business Corporation Act and the Delaware General Corporation Law, on May 17, 2013 (the "Effective Date"), COFIM and COSF I shall be merged with and into COGFG with COGFG as the Surviving Corporation, and the separate existence of COFIM and COSF I shall thereupon cease (the "Merger").
- SECOND: The Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date shall be the present Articles of Incorporation of COGFG.
- THIRD: The bylaws of the Surviving Corporation as in effect on the Effective Date shall be the present bylaws of COGFG.
- FOURTH: Directors and Officers:
- (a) The directors of COGFG in office on the Effective Date shall be the directors of the Surviving Corporation and shall continue in office until their successors have been elected and qualified.

- (b) The officers of COGFG in office on the Effective Date shall be the officers of the Surviving Corporation holding offices in the Surviving Corporation which they hold in COGFG on the Effective Date, and shall continue until their respective successors have been appointed.

FIFTH: The appropriate officers of COFIM, COSF I and COGFG shall make and execute, under the corporate seals of the respective entities, if applicable, whatever certificates and documents are required by the States of Florida and Delaware to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the States of Florida and Delaware, which may be necessary and proper to effect the Merger.

SIXTH: Effect of Merger:

- (a) On the Effective Date, the separate existence of COFIM and COSF I shall cease and COGFG shall continue to exist as the Surviving Corporation.
- (b) Each share of COFIM and COSF I stock outstanding on the Effective Date will be canceled and extinguished as a result of the Merger and no new shares, securities or other consideration shall be issuable with respect thereto.
- (c) All the property, real, personal and mixed, and franchises of each of the Constituent Entities, and all debts due on whatever account to any of them, shall be deemed to be transferred to and vested in the Surviving Corporation, without further action, and the title to any real estate or any interest therein, vested in any of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger. On the Effective Date, the Surviving Corporation shall be responsible for all the liabilities of each of the Constituent Entities. Liens upon the property of the Constituent Entities shall not be impaired by the Merger and any claim existing or action or proceeding pending by or against any of the Constituent Entities may be prosecuted to judgment as if the Merger had not taken place or the Surviving Corporation may be proceeded against or substituted in its place.

SEVENTH: If at any time after the date hereof, including after the Effective Date, the Surviving Corporation shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to the Surviving Corporation full title to and possession of all the properties, assets, rights, privileges and franchises of COFIM and COSF I, then the persons who were officers and directors of COFIM and COSF I prior to the Merger shall, as such officers and directors or general partner, as the case may be, take all such actions and execute and deliver all such instruments as the Surviving Corporation may so determine to be necessary and desirable.