

G 61817

CT CORPORATION SYSTEM

CORPORATION(S) NAME

~~Ultra Cable Inc. Merging into: CVM, Inc.~~

Florida Cablevision Management Corp. Merging into: UltraCom of Dade

01 DEC 28 PM 1:12
TALLAHASSEE, FLORIDA

FILED

700004742727-8

-12/28/01--01056--004

*****78.75 *****78.75

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/28/01

Order#: 4954526

EFFECTIVE DATE
12-31-01

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

ULTRACOM OF DADE COUNTY, INC., a Florida corporation, 561912

INTO

FLORIDA CABLEVISION MANAGEMENT CORP., a Florida entity, G61817

File date: December 28, 2001, effective December 31, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Florida Cablevision Management Corp.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
UltraCom of Dade County, Inc.	Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached. EFFECTIVE DATE
12-31-01

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 18, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 18, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

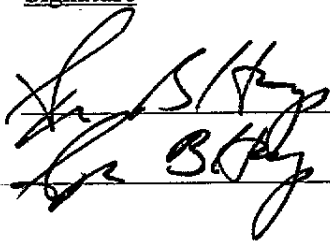
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Florida Cablevision
Management Corp.



Spencer B. Hays, Senior Vice President

UltraCom of Dade County, Inc.

Spencer B. Hays, Senior Vice President

SCHEDULE I

PLAN OF MERGER

FIRST: Florida Cablevision Management Corp., a corporation incorporated under the laws of the State of Florida (the "Surviving Corporation"), is the owner of all of the outstanding shares of UltraCom of Dade County, Inc., a corporation incorporated under the laws of the State of Florida ("Subsidiary").

SECOND: The designation and number of outstanding shares of each class and number of such shares owned by the Surviving Corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
UltraCom of Dade County, Inc.	100 Common Shares	100

THIRD: The separate existence of Subsidiary shall cease upon the effective date of the merger pursuant to the provisions of the laws of the State of Florida.

FOURTH: The issued shares of Subsidiary shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

FIFTH: The Board of Directors and the officers of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

SIXTH: At any time prior to the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Florida, this Plan of Merger may be abandoned by the Surviving Corporation.

SEVENTH: The effective date of the merger shall be as set forth in the Articles of Merger.

EIGHTH: The foregoing Plan of Merger was duly adopted by the Boards of Directors of the Surviving Corporation and Subsidiary on December 18, 2001.