



THE UNITED STATES  
CORPORATION  
COMPANY

H 99061

ACCOUNT NO. : 072100000032

REFERENCE : 928398 4719887

AUTHORIZATION :

COST LIMIT : \$ 85.00

Patricia P. P. Tamara

ORDER DATE : December 12, 2000

ORDER TIME : 12:19 PM

ORDER NO. : 928398-005

500003497685--7

CUSTOMER NO: 4719887

CUSTOMER: Mary Hungness, Legal Asst  
Davis Polk & Wardwell  
450 Lexington Avenue

New York, NY 10017

ARTICLES OF MERGER

COMCAST CABLEVISION CORPORATION OF FLORIDA

INTO

COMCAST CABLEVISION CORPORATION OF CALIFORNIA LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

525-0821  
ext. 1104

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

00 DEC 12 PM 1:30

RECEIVED

00 DEC 12 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

COMCAST CABLEVISION CORPORATION OF FLORIDA, H99061

INTO

COMCAST CABLEVISION CORPORATION OF CALIFORNIA LLC.  
corporation not qualified in Florida

File date: December 12, 2000

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00

00 DEC 12 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

OF

COMCAST CABLEVISION CORPORATION OF FLORIDA *H99061*

AND

COMCAST CABLEVISION CORPORATION OF CALIFORNIA, LLC

To the Department of State  
State of Florida

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act, the domestic business corporation and the foreign business entity herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Comcast Cablevision Corporation of Florida, a Florida corporation, with and into Comcast Cablevision Corporation of California, LLC, a Delaware limited liability company. The attached Agreement and Plan of Merger meets the requirements of Section 607.1108 of the Florida Business Corporation Act, and was approved by Comcast Cablevision Corporation of Florida in accordance with Sections 607.0704, 607.1103 and 607.1107 of the Florida Business Corporation Act.

2. The attached Agreement and Plan of Merger was approved by Comcast Cablevision Corporation of California, LLC in accordance with the laws of the State of Delaware.

3. The name of the surviving limited liability company in the merger herein provided is Comcast Cablevision Corporation of California, LLC, which will continue its existence as said surviving entity under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of Delaware.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 2:00 PM on December 12, 2000.

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TALLAHASSEE, FLORIDA

Executed on December 11, 2000

COMCAST CABLEVISION  
CORPORATION OF FLORIDA

By: Arthur R. Block  
Name: Arthur R. Block  
Capacity: Senior Vice President

COMCAST CABLEVISION  
CORPORATION OF CALIFORNIA, LLC

By: COMCAST CABLE  
COMMUNICATIONS, INC. its  
managing member

By: Arthur R. Block  
Name: Arthur R. Block  
Capacity: Senior Vice President

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TALLAHASSEE, FLORIDA

5. The address of the aforesaid surviving entity's principal office under the laws of its jurisdiction of formation is as follows:

1500 Market Street, 35<sup>th</sup> Floor  
Philadelphia, Pennsylvania 19012

6. The aforesaid surviving entity does hereby agree that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Comcast Cablevision Corporation of Florida, as well as for enforcement of any obligation of said surviving entity arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any dissenting shareholder of Comcast Cablevision Corporation of Florida pursuant to the provisions of Sections 607.1301 through 607.1320 of the Business Corporation Act of the State of Florida; and does hereby irrevocably appoint the Secretary of the State of the State of Florida as its agent to accept service of process in any such suit or other proceedings.

7. The aforesaid surviving entity does hereby agree to promptly pay to the dissenting shareholders of Comcast Cablevision Corporation of Florida the amount, if any, to which they are entitled under Sections 607.1302 of the Business Corporation Act of the State of Florida.

APPROVED  
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TALLAHASSEE, FLORIDA

Annex A

Agreement and Plan of Merger

APPROVED  
AND  
FILED

00 00012 124 04 13 12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

dated as of

December 11, 2000

by and between

COMCAST CABLEVISION CORPORATION OF FLORIDA

and

COMCAST CABLEVISION CORPORATION  
OF CALIFORNIA, LLC

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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00 DEC 12 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of December 11, 2000 by and between COMCAST CABLEVISION CORPORATION OF FLORIDA, a Florida corporation ("**CCC of Florida**"), and COMCAST CABLEVISION CORPORATION OF CALIFORNIA, LLC, a Delaware limited liability company ("**CCC of California**").

The parties hereto agree as follows:

### ARTICLE 1

#### DEFINITIONS

SECTION 1.01. *Definitions.* The following terms, as used herein, have the following meanings:

"**CCC of California Interests**" means the limited liability company interests of CCC of California.

"**CCC of Florida Stock**" means the common stock, \$1.00 par value, of CCC of Florida.

"**Delaware Law**" means the Delaware Limited Liability Company Act.

"**Florida Law**" means the Business Corporation Act of the State of Florida.

"**Person**" means an individual, corporation, partnership, limited liability company, association, trust or other entity or organization, including a government or political subdivision or an agency or instrumentality thereof.

"**Subsidiary**" means, with respect to any Person, any entity of which securities or other ownership interests having ordinary voting power to elect a majority of the board of directors or other persons performing similar functions are at any time directly or indirectly owned by such person.

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TALLAHASSEE, FLORIDA

ARTICLE 2  
THE MERGER

SECTION 2.01. *The Merger.* (a) At the Effective Time, CCC of Florida shall be merged (the “**Merger**”) with and into CCC of California in accordance with Florida Law and Delaware Law, whereupon the separate existence of CCC of Florida shall cease, and CCC of California shall be the surviving entity (the “**Surviving Entity**”).

(b) Promptly after the execution hereof, the parties will file articles of merger with the Florida Department of State and a certificate of merger with the Delaware Secretary of State. The Merger shall become effective at such time (the “**Effective Time**”) as the articles of merger are duly filed with the Florida Department of State and the certificate of merger is duly filed with the Delaware Secretary of State (or at such later time as may be specified in the articles of merger and certificate of merger).

(c) From and after the Effective Time, the Surviving Entity shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions and disabilities of CCC of Florida, all as provided under Florida Law and Delaware Law.

SECTION 2.02. *Effect on Shares.* At the Effective Time,

(a) each share of CCC of Florida Stock outstanding immediately prior to the Effective Time shall be cancelled, and no payment shall be made with respect thereto;

(b) each share of CCC of Florida Stock held by CCC of Florida, as treasury stock or owned by CCC of California or any of its Subsidiaries immediately prior to the Effective Time shall be cancelled, and no payment shall be made with respect thereto; and

(c) each CCC of California Interest outstanding immediately prior to the Effective Time shall remain outstanding and be unaffected by the Merger.

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TALLAHASSEE, FLORIDA

ARTICLE 3  
THE SURVIVING ENTITY

SECTION 3.01. *Certificate of Formation.* The certificate of formation of CCC of California in effect at the Effective Time shall be the certificate of formation of the Surviving Entity until amended in accordance with applicable law.

SECTION 3.02. *LLC Agreement.* The Limited Liability Company Agreement of CCC of California in effect at the Effective Time shall be the Limited Liability Company Agreement of the Surviving Entity until amended in accordance with applicable law.

SECTION 3.03. *LLC Agreement Officers.* From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, the officers of CCC of California, if any, at the Effective Time shall be the officers of the Surviving Entity.

SECTION 3.04. *Names and Business Address of Manager of Surviving LLC.* From and after the Effective Time and until changed in accordance with applicable requirements, the managing member of the Surviving Entity shall be Comcast Cable Communications, Inc., a Delaware corporation, with a principal business address at 1500 Market Street, Philadelphia, PA 19012-2148.

ARTICLE 4  
MISCELLANEOUS

SECTION 4.01. *Governing Law.* This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware except that the effect of the Merger in the State of Florida shall be governed by Florida Law.

APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized officers as of the day and year first above written.

COMCAST CABLEVISION  
CORPORATION OF FLORIDA

By: Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

COMCAST CABLEVISION  
CORPORATION OF CALIFORNIA, LLC

By: COMCAST CABLE  
COMMUNICATIONS, INC.,  
its managing member

By: Arthur R. Block  
Name: Arthur R. Block  
Title: Senior Vice President

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA