



# H999063

FILED  
00 MAY 11 PM 4:18  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 693626 4719887

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : May 10, 2000

ORDER TIME : 10:51 AM

ORDER NO. : 693626-005

4000003248494--7

CUSTOMER NO: 4719887

CUSTOMER: Kelsey Stevens, Legal Asst  
Davis Polk & Wardwell  
450 Lexington Avenue

*Merger*

New York, NY 10017

ARTICLES OF MERGER

COMCAST CABLEVISION  
CORPORATION OF THE SOUTHEAST

INTO

COMCAST CABLE COMMUNICATIONS,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

*ADR*  
*5/11/00*

RECEIVED  
00 MAY 11 PM 12:26  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*\*02250, 00705, 00672*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

COMCAST CABLEVISION CORPORATION OF THE SOUTHEAST, a Florida  
corporation H99063

INTO

**COMCAST CABLE COMMUNICATIONS, INC.**, a Delaware corporation not  
qualified in Florida.

File date: May 11, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER  
OF  
COMCAST CABLEVISION CORPORATION  
OF THE SOUTHEAST  
AND  
COMCAST CABLE COMMUNICATIONS, INC.

FILED  
00 MAY 11 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation 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 the Southeast, a Florida corporation, with and into Comcast Cable Communications, Inc., a Delaware corporation. The Agreement and Plan of Merger has been approved and adopted by Comcast Cablevision Corporation of the Southeast in accordance with the provisions of subsection (1) of Section 607.1107 of the Business Organizations Law of the State of Florida and by Comcast Cable Communications, Inc. in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and, to wit, by Comcast Cablevision Corporation of the Southeast in accordance with Sections 607.1101 and 607.1103 of the Business Organizations Law of the State of Florida and by Comcast Cable Communications, Inc. in the same manner as is provided in Sections 251 and 252 of the General Corporation Law of the State of Delaware. The Agreement and Plan of Merger was adopted by the shareholders of each of Comcast Cable Communications, Inc. and Comcast Cablevision Corporation of the Southeast and on May/0, 2000.

2. The name of the surviving corporation in the merger herein provided is Comcast Cable Communications, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of its incorporation.

3. The effective time and date of the merger herein provided for in the State of Florida shall be 3:50 p.m. on May //, 2000.

4. The address of the aforesaid surviving corporation's principal office under the laws of its jurisdiction of incorporation is as follows:

1201 Market Street  
Suite 2201  
Wilmington, Delaware 19801

5. The aforesaid surviving corporation 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 the Southeast, as well as for enforcement of any obligation of said surviving corporation 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 the Southeast pursuant to the provisions of Sections 607.1301 through 607.1320 of the Business Organizations Law of the State of Florida; and does hereby irrevocably appoint the Secretary of the State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings.

6. The aforesaid surviving corporation does hereby agree to promptly pay to the dissenting shareholders of Comcast Cablevision Corporation of the Southeast the amount, if any, to which they are entitled under Sections 607.1302 of the Business Organizations Law of the State of Florida.

Executed on May//, 2000

COMCAST CABLEVISION  
CORPORATION OF THE SOUTHEAST

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

COMCAST CABLE COMMUNICATIONS,  
INC.

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

---

AGREEMENT AND PLAN OF MERGER

dated as of

May /0, 2000

among

COMCAST CABLE COMMUNICATIONS, INC.

COMCAST HOLDINGS, INC.

and

COMCAST CABLEVISION CORPORATION  
OF THE SOUTHEAST

---

## TABLE OF CONTENTS

---

	<u>PAGE</u>
ARTICLE 1	
DEFINITIONS	
SECTION 1.01. <i>Definitions</i> .....	1
ARTICLE 2	
THE MERGER	
SECTION 2.01. <i>The Merger</i> .....	2
SECTION 2.02. <i>Effect on Shares</i> .....	2
ARTICLE 3	
THE SURVIVING CORPORATION	
SECTION 3.01. <i>Certificate of Incorporation</i> .....	3
SECTION 3.02. <i>Bylaws</i> .....	3
SECTION 3.03. <i>Directors and Officers</i> .....	3
ARTICLE 4	
MISCELLANEOUS	
SECTION 4.01. <i>Governing Law</i> .....	3

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of May 10, 2000 among COMCAST CABLE COMMUNICATIONS, INC., a Delaware corporation ("CCCI"), COMCAST HOLDINGS, INC., a Delaware corporation and a wholly-owned subsidiary of CCCI ("Comcast Holdings"), and Comcast CABLEVISION CORPORATION OF THE SOUTHEAST, a Florida corporation and a wholly-owned subsidiary of CCCI ("CCCS").

The parties hereto agree as follows:

### ARTICLE 1 DEFINITIONS

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

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

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

"**Comcast Holdings Stock**" means the common stock, \$1.00 par value, of Comcast Holdings.

"**Delaware Law**" means the General Corporation Law of the State of Delaware.

"**Florida Law**" means the Business Organizations Law 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.



ARTICLE 2  
THE MERGER

SECTION 2.01. *The Merger.* (a) At the Effective Time, each of Comcast Holdings and CCCS shall be merged (the “**Merger**”) with and into CCCI in accordance with Delaware Law and Florida Law, whereupon the separate existence of each of Comcast Holdings and CCCS shall cease, and CCCI shall be the surviving corporation (the “**Surviving Corporation**”).

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

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

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

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

(b) each share of Comcast Holdings Stock and CCS Stock held by Comcast Holdings or CCCS, as the case may be, as treasury stock or owned by CCCI or any of its Subsidiaries immediately prior to the Effective Time shall be cancelled, and no payment shall be made with respect thereto;

(c) each share of CCCI Stock outstanding immediately prior to the Effective Time shall remain outstanding and be unaffected by the Merger; and

(d) each share of CCCI Stock held by CCCI, as treasury stock or owned by Comcast Corporation, a Pennsylvania corporation, or any of its Subsidiaries immediately prior to the Effective Time shall be unaffected by the Merger.

ARTICLE 3  
THE SURVIVING CORPORATION

SECTION 3.01. *Certificate of Incorporation.* The certificate of incorporation of the Surviving Corporation in effect at the Effective Time shall be the certificate of incorporation of the Surviving Corporation until amended in accordance with applicable law.

SECTION 3.02. *Bylaws.* The bylaws of the Surviving Corporation in effect at the Effective Time shall be the bylaws of the Surviving Corporation until amended in accordance with applicable law.

SECTION 3.03. *Directors and Officers.* From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, (i) the directors of the Surviving Corporation at the Effective Time shall be the directors of the Surviving Corporation and (ii) the officers of the Surviving Corporation at the Effective Time shall be the officers of the Surviving Corporation.

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.

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 CABLE  
COMMUNICATIONS, INC.

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

COMCAST HOLDINGS, INC.

By: Abram E. Patlove  
Name: Abram E. Patlove  
Title: President

COMCAST CABLEVISION  
CORPORATION OF THE SOUTHEAST

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