



L000000/1868

ACCOUNT NO. : 072100000032

REFERENCE : 929805 4719887

AUTHORIZATION :

COST LIMIT : \$ 60.00

Patricia Pijet

ORDER DATE : December 13, 2000

ORDER TIME : 10:36 AM

ORDER NO. : 929805-005

CUSTOMER NO: 4719887

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

New York, NY 10017

RECEIVED
00 DEC 13 AM 11:36
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

COMCAST CABLE VISION OF
WEST PALM BEACH, INC.

100003499741--0

INTO

COMCAST CABLEVISION OF WEST
PALM BEACH, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

JB
12-13-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 13 PM 2:20

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ARTICLES OF MERGER
Merger Sheet

MERGING:

COMCAST CABLEVISION OF WEST PALM BEACH, INC., A Delaware entity,
P09445

into

COMCAST CABLEVISION OF WEST PALM BEACH, LLC, a Florida entity
L00000011868

File date: December 13, 2000

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 60.00

ARTICLES OF MERGER
OF
COMCAST CABLEVISION OF WEST PALM BEACH, INC.
AND
COMCAST CABLEVISION OF WEST PALM BEACH, LLC

To the Department of State
State of Florida

Pursuant to the provision of Section 608.4382 of the Florida Limited Liability Company Act, the foreign business corporation and the domestic limited liability company 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 of West Palm Beach, Inc., a Delaware corporation, with and into Comcast Cablevision of West Palm Beach, LLC, a Florida limited liability company. The attached Agreement and Plan of Merger meets the requirements of Section 608.438 of the Florida Limited Liability Company Act, and was approved by Comcast Cablevision of West Palm Beach, LLC in accordance with Chapter 608 of the Florida Limited Liability Company Act.

2. The attached Agreement and Plan of Merger was approved by Comcast Cablevision of West Palm Beach, Inc. in accordance with the laws of the State of Delaware.

3. The Agreement and Plan of Merger was adopted by the sole shareholder of Comcast Cablevision of West Palm Beach, Inc. and the managing member of Comcast Cablevision of West Palm Beach, LLC on December 11, 2000.

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

5. The merger is to become effective at 2:00 p.m. on December 13, 2000.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

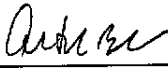
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Executed on December 11, 2000


COMCAST CABLEVISION OF WEST
PALM BEACH, INC.

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

COMCAST CABLEVISION OF WEST
PALM BEACH, LLC

By: COMCAST CABLEVISION
CORPORATION OF CALIFORNIA,
its managing member

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

By: 
Name:
Capacity:

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TALLAHASSEE, FLORIDA

Annex A

Plan of Merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

dated as of

December 11, 2000

by and between

COMCAST CABLEVISION OF WEST PALM BEACH, INC.

and

COMCAST CABLEVISION OF WEST PALM BEACH, LLC

APPROVED
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TALLAHASSEE, FLORIDA

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 ENTITY	
SECTION 3.01. <i>Certificate of Formation</i>	3
SECTION 3.02. <i>LLC Agreement</i>	3
SECTION 3.03. <i>Officers</i>	3
SECTION 3.04. <i>Name and Business Address of Surviving LLC</i>	3
ARTICLE 4	
MISCELLANEOUS	
SECTION 4.01. <i>Governing Law</i>	3

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of December 11, 2000 by and between COMCAST CABLEVISION OF WEST PALM BEACH, INC., a Delaware corporation ("**West Palm Inc.**"), and COMCAST CABLEVISION OF WEST PALM BEACH, LLC, a Florida limited liability company ("**West Palm LLC**").

The parties hereto agree as follows:

ARTICLE I DEFINITIONS

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

"**West Palm Inc. Stock**" means the common stock, \$1.00 par value, of West Palm Inc.

"**West Palm LLC Interests**" means the limited liability company interests of West Palm LLC.

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

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

"**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

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ARTICLE 2
THE MERGER

SECTION 2.01. *The Merger.* (a) At the Effective Time, West Palm Inc. shall be merged (the "**Merger**") with and into West Palm LLC in accordance with Florida Law and Delaware Law, whereupon the separate existence of West Palm Inc. shall cease, and West Palm LLC 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 West Palm Inc., all as provided under Florida Law and Delaware Law, as applicable.

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

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

(b) each share of West Palm Inc. Stock held by West Palm Inc., as treasury stock or owned by West Palm LLC 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 West Palm LLC Interest outstanding immediately prior to the Effective Time shall remain outstanding and be unaffected by the Merger.

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TALLAHASSEE, FLORIDA

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ARTICLE 3
THE SURVIVING ENTITY

SECTION 3.01. *Certificate of Formation.* The certificate of formation of West Palm LLC 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 West Palm LLC 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. *Officers.* From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, the officers of West Palm LLC at the Effective Time shall be the officers of the Surviving Entity.

SECTION 3.04. *Name and Business Address of Surviving LLC.* From and after the Effective Time, the managing member of the managing member of the Surviving Entity shall be Comcast Cable Communications, Inc., a Delaware corporation with a principal business address c/o Comcast Corporation, 1500 Market Street, Philadelphia, Pennsylvania 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 Florida except that the effect of the Merger in the State of Delaware shall be governed by Delaware Law.

APPROVED
AND
FILED
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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
OF WEST PALM BEACH, INC.

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

COMCAST CABLEVISION OF WEST
PALM BEACH, LLC

By: COMCAST CABLEVISION
CORPORATION OF
CALIFORNIA, LLC its
managing member

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

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

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TALLAHASSEE, FLORIDA

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