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MERGER OR SHARE EXCHANGE

ATLANTIC AMERICAN CABLEVISION OF FLORIDA II, LLC

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12-15-03

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. Atlantic American Cablevision of Florida, Inc.

Florida

corporation

1500 Market Street

Philadelphia, PA 19102

EFFECTIVE DATE

Florida Document/Registration Number: H30045

FEI Number:

2.

Florida Document/Registration Number:

FEI Number: pending

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

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(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Atlantic American Cablevision of Florida II, LLC	Florida	LLC
1500 Market Street		
Philadelphia, PA 19102		

Florida Document/Registration Number: LD200005210410 FEI Number: pending

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

December 31, 2003 at 11:59 p.m.

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity
Atlantic American Cablevision of
Florida, Inc.

Signature(s)

Typed or Printed Name of Individual



Arthur R. Block

Senior Vice President

Atlantic American Cablevision of
Florida II, LLC



Arthur R. Block

Senior Vice President

(Attach additional sheet(s) if necessary)

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Plan of Merger

This PLAN OF MERGER was adopted on the 31st day of December, 2003 by and between Atlantic American Cablevision of Florida, Inc., a Florida corporation ("FL Corp.") and Atlantic American Cablevision of Florida II, LLC, a Florida limited liability company ("FL LLC"). FL Corp. and FL LLC are collectively referred to herein as the "Constituent Entities".

WITNESSETH:

WHEREAS, FL Corp. is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on November 14, 1984. Its sole shareholder is Atlantic American Cablevision, Inc., a Delaware corporation ("Atlantic"); and

WHEREAS, FL LLC is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed on December 31, 2003. As of the date hereof, its sole member is Atlantic; and

WHEREAS, Atlantic and the Board of Directors of FL Corp., by resolutions adopted, have approved this Plan of Merger and declared it to be in the best interest of the Constituent Entities that FL Corp. merge with and into FL LLC with FL LLC as the surviving entity (the "Surviving Entity") in the manner and under the terms and conditions hereinafter set forth and pursuant to the applicable provisions of the Florida Limited Liability Company Act and the Florida Business Corporation Act.

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 Limited Liability Company Act and the Florida Business Corporation Act, on December 31, 2003 at 11:59 p.m. (the "Effective Date"), FL Corp. shall be merged with and into FL LLC with FL LLC as the Surviving Entity, and the separate existence of FL Corp. shall thereupon cease (the "Merger").

SECOND: The Articles of Organization of the Surviving Entity as in effect on the Effective Date shall be the present Articles of Organization of FL LLC and Article I shall be amended as follows:

"The name of the Limited Liability Company is: Atlantic American Cablevision of Florida, LLC."

THIRD: The Limited Liability Company Agreement of the Surviving Entity as in effect on the Effective Date shall be the present Limited Liability Company Agreement of FL LLC.

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FOURTH: Officers and Management:

- (a) The officers of FL LLC in office on the Effective Date shall be the officers of the Surviving Entity holding offices in the Surviving Entity which they hold in FL LLC on the Effective Date, and shall continue until their respective successors have been appointed.
- (b) Management of FL LLC on the Effective Date shall be vested in the sole member of the Surviving Entity and shall continue until its successor has been appointed. The name and business address of the sole member is as follows:

Atlantic American Cablevision, Inc.
c/o Comcast Capital Corporation
1201 Market Street, Suite 1405
Wilmington, DE 19801

FIFTH: The appropriate officers of FL Corp. and FL LLC shall make and execute, under the corporate seals of the respective entities, if applicable, whatever certificates and documents are required by the State of Florida 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 State of Florida, which may be necessary and proper to affect the Merger.

SIXTH: Effect of Merger:

- a) On the Effective Date, the separate existence of FL Corp. shall cease and FL LLC shall continue to exist as the Surviving Entity.
- b) Each share of FL Corp. 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 Entity, 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 Entity 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 Entity may be proceeded against or substituted in its place.

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SEVENTH:

If at any time after the date hereof, including after the Effective Date, the Surviving Entity shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to the Surviving Entity full title to and possession of all the properties, assets, rights, privileges and franchises of FL Corp., then the persons who were officers and directors of FL Corp. 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 Entity may so determine to be necessary and desirable.

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