



P27470

ACCOUNT NO. : 072100000032

REFERENCE : 944896 4719887

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED  
00 DEC 27 PM 4:00  
STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 26, 2000

ORDER TIME : 10:32 AM

ORDER NO. : 944896-005

CUSTOMER NO: 4719887

CUSTOMER: Mr. Antonio Allam  
Davis Polk & Wardwell  
450 Lexington Avenue

New York, NY 10017

700003514207--7

Merger

ARTICLES OF MERGER

COMCAST CABLEVISION OF  
HALLANDALE INC.

INTO

COMCAST CABLEVISION OF  
BROWARD COUNTY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED  
00 DEC 27 AM 11:34  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

12/27/00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COMCAST CABLEVISION OF HALLANDALE, INC., a Florida corporation  
595566

into

**COMCAST CABLEVISION OF BROWARD COUNTY, INC.,** a Delaware entity  
P27470

File date: December 27, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER  
OF  
COMCAST CABLEVISION OF HALLANDALE, INC.  
AND

COMCAST CABLEVISION OF BROWARD COUNTY, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of Sections 607.1105 and 607.1107 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 Plan of Merger for merging Comcast Cablevision of Hallandale, Inc., a Florida corporation, with and into Comcast Cablevision of Broward County, Inc., a Delaware corporation, as approved and adopted at a meeting by the Board of Directors of Comcast Cablevision of Broward County, Inc. on December 21, 2000.

2. The merger of Comcast Cablevision of Hallandale, Inc. with and into Comcast Cablevision of Broward County, Inc. is permitted by the laws of the jurisdiction of organization of Comcast Cablevision of Broward County, Inc. and has been authorized in compliance with said laws.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 4:00 pm. on December 27, 2000.

FILED  
00 DEC 27 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Executed on December 27, 2000

COMCAST CABLEVISION OF  
HALLANDALE, INC.

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

COMCAST CABLEVISION OF  
BROWARD COUNTY, INC.

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

## PLAN OF MERGER

1. Comcast Cablevision of Broward County, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Comcast Cablevision of Hallandale, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Comcast Cablevision of Hallandale, Inc. into Comcast Cablevision of Broward County, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Comcast Cablevision of Broward County, Inc.

2. The separate existence of Comcast Cablevision of Hallandale, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Comcast Cablevision of Broward County, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Delaware.

3. The issued shares of Comcast Cablevision of Hallandale, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. Any shareholders of Comcast Cablevision of Hallandale, Inc. who, but for Section 607.1104 of the Business Corporation Act of the State of Florida would be entitled to vote, and who dissent from the merger pursuant to Section 607.1320 of the Business Corporation Act of the State of Florida, may be entitled, if they comply with the provisions of the Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

5. The Board of Directors and the proper officers of Comcast Cablevision of Broward County, Inc. 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.

Dated: December 27, 2000.

COMCAST CABLEVISION OF  
BROWARD COUNTY, INC.

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

DEC 27 2000

COMCAST CABLEVISION OF  
HALLANDALE, INC.

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

DEC 27 2000