

P93000012660

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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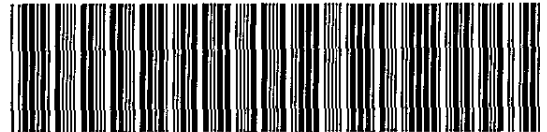
(Business Entity Name)

(Document Number)

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RECEIVED
03 MAY -9 AM 11:50
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 MAY -9 PM 1:02
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK

CT CORPORATION

May 9, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
03 MAY -9 PM 1:03
TALLAHASSEE, FLORIDA

Re: Order #: 5848295 SO
Customer Reference 1: n/a
Customer Reference 2: n/a

Dear Secretary of State, Florida:

Please file the attached:

Florida Telecommunications Services, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Brigham Weir

Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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. Florida Telecommunications Services, Inc.

Florida

corporation

1500 Market Street, 36th Floor

Philadelphia, PA 19102

Florida Document/Registration Number: P93000012660

FEI Number: 23-2744642

2.

Florida Document/Registration Number:

FEI Number:

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

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

Name and Street Address

Comcast Cable Communications Management, LLC

1500 Market Street

Philadelphia, PA 19102

Jurisdiction

Delaware

Entity Type

LLC

Florida Document/Registration Number: n/a

FEI Number: 23-2837543

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.

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FLORIDA

Plan of Merger

This PLAN OF MERGER was adopted on the 9th day of May, 2003 by and between Florida Telecommunications Services, Inc., a Florida corporation ("FTS") and Comcast Cable Communications Management, LLC, a Delaware limited liability company ("CCCM"). FTS and CCCM are collectively referred to herein as the "Constituent Entities".

WITNESSETH:

WHEREAS, FTS is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on March 4, 1993. Its sole shareholder is CCCM; and

WHEREAS, CCCM is a limited liability company duly organized and existing under the laws of the State of Delaware, having been formed on August 30, 1995. As of the date hereof, its sole member is Comcast Corporation, a Pennsylvania corporation ("Sole Member"); and

WHEREAS, Sole Member and the Board of Directors of FTS, by resolutions adopted, have approved this Plan of Merger and declared it to be in the best interest of the Constituent Entities that FTS merge with and into CCCM with CCCM 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 Delaware 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 Delaware Limited Liability Company Act and the Florida Business Corporation Act, at the close of business on the date on which all state filings required under paragraph FIFTH have been made and accepted (the "Effective Date"), FTS shall be merged with and into CCCM with CCCM as the Surviving Entity, and the separate existence of FTS shall thereupon cease (the "Merger").
- SECOND: The Certificate of Formation of the Surviving Entity as in effect on the Effective Date shall be the present Certificate of Formation of CCCM.
- 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 CCCM.
- FOURTH: Officers and Management:
- (a) The officers of CCCM in office on the Effective Date shall be the officers of the Surviving Entity holding offices in the Surviving Entity which they hold in CCCM on the Effective Date, and shall continue until their respective successors have been appointed.

- (b) Management of CCCM 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:

Comcast Corporation
1500 Market Street
Philadelphia, PA 19102

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

SIXTH: Effect of Merger:

- a) On the Effective Date, the separate existence of FTS shall cease and CCCM shall continue to exist as the Surviving Entity.
- b) Each share of FTS 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.

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 FTS, then the persons who were officers and directors of FTS 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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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Plan of Merger as of the date first written above.

Florida Telecommunications Services, Inc.

By: Arthur R. Block
Arthur R. Block, Senior Vice President

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03 MAY -9 PM 1:03
TALLAHASSEE, FLORIDA

Comcast Cable Communications Management, LLC

By : Comcast Corporation, its sole member

By: Arthur R. Block
Arthur R. Block, Senior Vice President