

Division of Corporations Page 1 of 1
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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Comcast CCH Subsidiary Holdings, Inc.

Certificate of Status	0
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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (if known/ applicable)
COMCAST CCH SUBSIDIARY HOLDINGS, INC.	DELAWARE	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (if known/ applicable)
CONTINENTAL SATELLITE COMPANY OF FLORIDA, INC.	FLORIDA	P9400000+713

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on DECEMBER 28, 2004

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on DECEMBER 28, 2004

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignatureTyped or Printed Name of Individual & Title

CONTINENTAL SATELLITE
COMPANY OF FLORIDA, INC.
COMCAST CCH SUBSIDIARY
HOLDINGS, INC.

James P. McCue
Arthur R. Block

JAMES P. MCCUE, PRESIDENT

ARTHUR R. BLOCK, SENIOR VICE
PRESIDENT

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER was adopted on the 28 day of December, 2004, by and between Continental Satellite Company of Florida, Inc., a Florida corporation ("CSCF") and Comcast CCH Subsidiary Holdings, Inc., a Delaware corporation ("CCCHS"). The above entities are collectively referred to as the "Constituent Entities".

WITNESSETH:

WHEREAS, CSCF is a corporation duly organized and existing under the laws of the State of Minnesota, having been incorporated on January 20, 1994. The authorized capital of CSCF is 1000 shares of Common Stock, par value \$1.00 per share (the "CSCF Stock"). As of the date hereof, 100 shares of CSCF Stock are validly issued and outstanding, fully paid and non-assessable, and are owned by Comcast of Greater Florida/Georgia, Inc. (FL).

WHEREAS, CCCHS is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on March 14, 2003. The authorized capital of CCCHS is 1000 shares of Common Stock, par value \$0.01 per share (the "CCCHS Stock"). As of the date hereof, 100 shares of CCCHS Stock are validly issued and outstanding, fully paid and non-assessable, and are owned by Comcast Cable Communications Holdings, Inc. (DE)

WHEREAS, the Board of Directors and the sole shareholder of each of the Constituent Entities, by resolutions adopted, have approved this Plan of Merger and declared it to be in the best interest of the Constituent Entities that CSCF merge with and into CCCHS with CCCHS as the surviving corporation (the "Surviving Corporation") in the manner and under the terms and conditions hereinafter set forth and pursuant to the applicable provisions of the Florida Business Corporation Act and the Delaware General Corporation Law (the "Corporation Law")

NOW THEREFORE, for the purpose of effecting 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 Business Corporation Act and the Delaware General Corporation Law, 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"), CSCF shall be merged with and into CCCHS with CCCHS as the Surviving Corporation, and the separate existence of CSCF shall thereupon cease (the "Merger").
- SECOND:** The Certificate of Incorporation of the Surviving Corporation as in effect on the Effective Date shall be the present Certificate of Incorporation of CCCHS.
- THIRD:** The Bylaws of the Surviving Corporation as in effect on the Effective Date shall be the present Bylaws of CCCHS.
- FOURTH:** Directors and Officers:
- a) The directors of the CCCHS in office on the Effective Date shall be the directors of the Surviving Corporation and shall continue in office until their successors have been elected and qualified.
 - b) The officers of the CCCHS in office on the Effective Date shall be the officers of the Surviving Corporation holding offices in the Surviving Corporation, which they hold in CSCF on the Effective Date, and shall continue to serve until their respective successors have been appointed.

FIFTH:

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

SIXTH:**Effect of Merger**

- a) On the Effective Date, the separate existence of CSCF shall cease and COCHS shall continue to exist as the Surviving Corporation.
- b) Each share of Common Stock of CSCF, which is outstanding on the Effective Date shall be deemed canceled as a result of the Merger.
- c) All the property, real, personal and mixed, and franchises of CSCF, and all debts due on whatever account to CSCF, shall be deemed to be transferred to and vested in the Surviving corporation, without further action, and the title to any real estate or any interest therein, vested in CSCF shall not revert or be in any way impaired by reason of the Merger. On the Effective Date, the Surviving Corporation 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 Corporation 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 Corporation shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to the Surviving Corporation full title to and possession of all the properties, assets, rights, privileges and franchises of CSCF, then the persons who were officers and directors of CSCF prior to the Merger shall, as such officers and directors, as the case may be, take all such actions and execute and deliver all such instruments as the Surviving Corporation may so determine to be necessary and desirable.

[The remainder of this page is intentionally left blank]

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CT CORPORATION

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

Continental Satellite Company of Florida, Inc.

By: James P. McCue
James P. McCue, President

Comcast CCH Subsidiary Holdings, Inc.

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