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MERGER OR SHARE EXCHANGE

Comcast MO Express of Florida, Inc.

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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
COMCAST MO EXPRESS OF FLORIDA, INC.	DELAWARE	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
COMCAST MO EXPRESS OF FLORIDA, INC.	FLORIDA	P95000696508

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 29, 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 29, 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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

COMCAST MO EXPRESS OF
FLORIDA, INC.



ROSEMARIE S. TETA, VICE PRESIDENT

COMCAST MO EXPRESS OF
FLORIDA, INC.



ROSEMARIE S. TETA, VICE PRESIDENT

Plan of Merger

This PLAN OF MERGER was adopted on the ¹²~~29~~ day of December, 2004 by and between COMCAST MO EXPRESS OF FLORIDA, INC., a Florida corporation ("Non-Survivor") and COMCAST MO EXPRESS OF FLORIDA, INC., a Delaware corporation ("Survivor"). Non-Survivor and Survivor are collectively referred to herein as the "Constituent Entities".

WITNESSETH:

WHEREAS, Non-Survivor is a corporation duly organized and existing under the laws of the State of Florida having been formed on December 21, 1985. Its sole shareholder is Comcast MO Telecommunications Corp. ("CMTC"); and

WHEREAS, Survivor is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on December 28, 2004. The authorized capital stock of Survivor consists of 1,000 shares of common stock, par value \$.01, (the "Survivor Stock"). As of the date hereof, 100 shares of common stock of Survivor Stock are validly issued and outstanding, fully paid and non-assessable, and are owned by CMTC; and

WHEREAS, CMTC, by consent, and the Board of Directors of each of Non-Survivor and Survivor by resolutions adopted, have approved this Plan of Merger and declared it to be in the best interest of the Constituent Entities that Non-Survivor merge with and into Survivor with Survivor 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 Delaware General Corporation Law;

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 Business Corporation Act and 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"), Non-Survivor shall be merged with and into Survivor with Survivor as the Surviving Corporation, and the separate existence of Non-Survivor 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 Survivor.
- THIRD: The Bylaws of the Surviving Corporation as in effect on the Effective Date shall be the present Bylaws of Survivor.
- FOURTH: Directors and Officers:
- a) The directors of Survivor 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 Survivor in office on the Effective Date shall be the officers of the Surviving Corporation holding offices in the Surviving Corporation which they hold in Survivor on the Effective Date, and shall continue until their respective successors have been appointed.

FIFTH: The appropriate officers of Non-Survivor and Survivor 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 effect the Merger.

SIXTH: Effect of Merger:

- a) On the Effective Date, the separate existence of Non-Survivor shall cease and Survivor shall continue to exist as the Surviving Corporation.
- b) Each share of Non-Survivor 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 Corporation, 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 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 Non-Survivor then the persons who were officers and directors of Non-Survivor 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 Corporation may so determine to be necessary and desirable.

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

COMCAST MO EXPRESS OF FLORIDA, INC.,
a Florida corporation

By: 
Rosemarie S. Teta, Vice President

COMCAST MO EXPRESS OF FLORIDA, INC.,
a Delaware corporation

By: 
Rosemarie S. Teta, Vice President