

**FILED EFFECTIVE**

ARTICLES OF MERGER  
MERGING  
SUN VALLEY CABLEVISION, INC.  
INTO  
COXCOM, INC.

03 DEC 31 PM 12:56

SECRETARY OF STATE  
STATE OF IDAHO

As of this 1st day of January, 2004, pursuant to Article 30-1-1105 of the Idaho Business Corporation Act, CoxCom, Inc., a Delaware corporation (the "Corporation"), hereby certifies the following:

FIRST: The name of the disappearing subsidiary corporation is Sun Valley Cablevision, Inc., an Idaho corporation ("Sun Valley"). The name of the surviving parent corporation is CoxCom, Inc., a Delaware corporation.

SECOND: The Corporation owns all of the issued and outstanding shares of capital stock of Sun Valley.

THIRD: The Corporation, by resolution duly adopted by its Board of Directors on December 31, 2003, determined to merge Sun Valley with and into itself, effective January 1, 2004. The resolutions of the Board of Directors of the Corporation are as follows:

RESOLVED, that Sun Valley, TCA Management, and MT Associates shall be merged simultaneously with and into the Corporation, and the Corporation shall assume all of the liabilities and obligations of Sun Valley, TCA Management, and MT Associates, pursuant to an Agreement and Plan of Merger substantially in the form attached hereto as Exhibit A (the "Mergers"), such Mergers to be effective on January 1, 2004 (the "Effective Date"). Upon the Mergers, the corporate existence of the Corporation with all its purposes, powers, and objects shall continue unaffected and unimpaired by the Mergers, and the corporate identity and existence of each of Sun Valley, TCA Management, and MT Associates, with all of its purposes, powers, and objects shall be merged with and into the Corporation, and the Corporation, as the surviving corporation, shall be fully vested therewith. The existence and corporate organization of each of Sun Valley, TCA Management, and MT Associates shall cease as of the Effective Date, and on and after the Effective Date, the Corporation shall possess all of the rights, privileges, immunities, powers, and purposes of Sun Valley, TCA Management, and MT Associates; all of the property, real and personal, shall vest in the Corporation without further act or deed; and the Corporation shall assume and be liable for all of the liabilities, obligations, and penalties of Sun Valley, TCA Management, and MT Associates;

IDAHO SECRETARY OF STATE  
12/31/2003 05:00  
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FURTHER RESOLVED, that as of the Effective Date, (A) the shares of the Corporation stock that are outstanding immediately prior to the Effective Date shall, by virtue of the Mergers and without any action by the holder thereof, be and become shares of the surviving corporation in the Mergers; and (B) the certificates representing the shares of Sun Valley, TCA Management, and MT Associates stock outstanding and presently owned by the Corporation shall be canceled;

FURTHER RESOLVED, that as of the Effective Date, the certificate of incorporation and the bylaws of the surviving corporation shall be in the form of the existing Certificate of Incorporation and Bylaws of the Corporation;

FURTHER RESOLVED, that each proper officer of the Corporation be, and each hereby is, authorized, empowered and directed to make and execute a Certificate of Ownership and Merger, by operation of which Sun Valley, TCA Management, and MT Associates will merge with and into the Corporation, and the Corporation will assume the liabilities and obligations of Sun Valley, TCA Management, and MT Associates, and to file the same with the Secretary of State of the State of Delaware;

FURTHER RESOLVED, that each proper officer of the Corporation be, and each hereby is, authorized, empowered and directed to make and execute Articles of Merger by operation of which Sun Valley will merge with and into the Corporation, and the Corporation will assume the liabilities and obligations of Sun Valley, and to file the same with the Secretary of State of the State of Idaho;

FURTHER RESOLVED, that each proper officer of the Corporation be, and each hereby is, authorized, empowered and directed to make and execute Articles of Merger, by operation of which TCA Management and MT Associates will merge with and into the Corporation, and the Corporation will assume the liabilities and obligations of TCA Management and MT Associates, and to file the same with the Secretary of State of the State of Texas;

FURTHER RESOLVED, that each proper officer of the Corporation be, and each hereby is, authorized, empowered and directed to do all lawful acts and things whatsoever, whether within or without the State of Delaware, the State of Idaho, and the State of Texas, which may be necessary or proper to effect the Mergers;

FURTHER RESOLVED, that the proper officers of the Corporation, or any of them acting singly, be, and they hereby are, authorized, empowered, and directed to negotiate, execute, deliver, and perform any and all documents and to take any and all other lawful actions which they shall determine to be necessary or advisable to effectuate the foregoing resolutions and any or all of the transactions contemplated thereby;

FURTHER RESOLVED, that any and all lawful actions heretofore taken by any of the officers or agents of the Corporation on behalf of the Corporation in connection with the Mergers, or any of the transactions contemplated therein, which would have been authorized by these resolutions, except that such lawful actions were taken prior to the adoption of such resolutions, are hereby severally authorized, approved, ratified, confirmed and adopted as being the actions of the Corporation;

FURTHER RESOLVED, that the execution and delivery by any proper officer of the Corporation of any of the agreements, documents and instruments authorized in these resolutions, and the taking by any officer of any lawful acts in any way relating to the Mergers, shall be conclusive evidence of the approval thereof by the Board of Directors, and of the authority of the officer to execute and deliver and take the same in the name and on behalf of the Corporation;

FURTHER RESOLVED, that for purposes of these resolutions, the proper officers of the Corporation shall be any of the President, any Vice President, the Secretary or the Assistant Secretary of the Corporation; and

FURTHER RESOLVED, that this Unanimous Written Consent of the Board of the Directors of CoxCom, Inc. may be executed in one or more counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument.

FOURTH: Shareholder approval was not required.

FIFTH: The merger shall be effective January 1, 2004.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, CoxCom, Inc. has caused these Articles of Merger to be signed as of the date first written above.

COXCOM, INC.

By:  \_\_\_\_\_  
Andrew A. Merdek  
Secretary