

FILED EFFECTIVE ARTICLES OF MERGER

04 DEC 29 AM 11:22

OF

SECRETARY OF STATE
STATE OF IDAHO

**KING VIDEOCABLE COMPANY-TWIN FALLS
(An Idaho Corporation)**

INTO

**COMCAST CCH SUBSIDIARY HOLDINGS, INC.
(A Delaware Corporation)**

Pursuant to the provisions of Section 30-1-1105 and Section 30-1-1107 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The name of the surviving corporation in the merger is Comcast CCH Subsidiary Holdings, Inc., a corporation organized and existing under the laws of the state of Delaware. The name of the non-surviving corporation in the merger is King Videocable Company-Twin Falls, a corporation organized and existing under the laws of the state of Idaho. The surviving and non-surviving corporation are collectively referred to herein as the "Constituent Corporations".
2. The Plan of Merger is hereby attached as Exhibit A to the Articles of Merger.
3. The Plan of Merger was adopted by the Constituent Corporations in the following manner:
 - (a) The Plan was approved by resolution adopted by the board of directors of each Constituent Corporation.
 - (b) As to the approval of the Plan by the shareholders of the Constituent Corporations, the designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan, and the total number of votes cast for and against the Plan by each voting group entitled to vote separately thereon is as follows:

King Videocable Company-Twin Falls

Designation of each outstanding class and series of shares:	Number of outstanding shares of each class:	Number of Votes entitled to be Cast:	Number of Votes Cast For:	Number of Votes Cast Against:
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Common	10,000	10,000	10,000	0
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IDAHO SECRETARY OF STATE
 12/29/2004 05:00
 CK: 5488 CT: 20168 BH: 784007
 1 @ 30.00 = 30.00 MERGER # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

Comcast CCH Subsidiary Holdings, Inc.

Designation of each outstanding class and series of shares:	Number of outstanding shares of each class:	Number of Votes entitled to be Cast:	Number of Votes Cast For:	Number of Votes Cast Against:
Common	100	100	100	0

- 4. Comcast CCH Subsidiary Holdings, Inc. has complied with the applicable provisions of the laws of the state of Delaware under which it is incorporated, and this merger is permitted by such laws.

Dated: December 28, 2004

Comcast CCH Subsidiary Holdings, Inc.

By: 

 Arthur R. Block
 Senior Vice President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER was adopted on the ~~23~~²⁸ day of December, 2004, by and between King Videocable Company-Twin Falls, Inc., an Idaho corporation ("KVC") and Comcast CCH Subsidiary Holdings, Inc., a Delaware corporation ("CCCHS"). The above entities are collectively referred to as the "Constituent Entities".

WITNESSETH:

WHEREAS, KVC is a corporation duly organized and existing under the laws of the State of Idaho, having been incorporated on June 10, 1964. The authorized capital of KVC is 100,000 shares of Common Stock, par value \$1.00 per share (the "KVC Stock"). As of the date hereof, 100 shares of KVC Stock are validly issued and outstanding, fully paid and non-assessable, and are owned by Comcast of California VII, Inc. (WA).

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 10,000 shares of Common Stock, par value \$.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 KVC 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 Idaho 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 Idaho 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"), KVC shall be merged with and into CCCHS with CCCHS as the Surviving Corporation, and the separate existence of KVC 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 KVC on the Effective Date, and shall continue to serve until their respective successors have been appointed.

FIFTH:

The appropriate officers of CCCHS and KVC shall make and execute, under the corporate seals of the respective entities, if applicable, whatever certificates and documents are required by the States of Idaho 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 Idaho 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 KVC shall cease and CCCHS shall continue to exist as the Surviving Corporation.
- b) Each share of Common Stock of KVC, 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 KVC, and all debts due on whatever account to KVC, 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 KVC 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 KVC, then the persons who were officers and directors of KVC 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.

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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.

King Videocable Company-Twin Falls, Inc.

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

Comcast CCH Subsidiary Holdings, Inc.

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