

2007 JUL -3 PM 1:45
SECRETARY OF STATE
STATE OF IDAHO

FILED EFFECTIVE

ARTICLES OF MERGER

OF

CDA CABLE, INC.

AND

ALDELPHIA CONSOLIDATION, LLC

To the Secretary of State
State of Idaho

Pursuant to the provisions of the Idaho Business Corporation Act, the domestic business corporation and the foreign limited liability company herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging CDA Cable, Inc. with and into Adelphia Consolidation, LLC as approved by resolution adopted at a meeting by the Board of Directors of CDA Cable, Inc. on June 21, 2007 and by resolution of the Plan Administrator on May 30, 2007.

2. In respect of CDA Cable, Inc., the designation, the number of outstanding shares, and the number of votes entitled to be cast by each voting group entitled to vote on the Plan of Merger are as follows:

(a) Designation of voting group: Common Stock

(b) Number of outstanding shares of voting group: 100 shares

(c) Number of votes entitled to be cast by voting group entitled to vote on the Plan of Merger: 100 shares

3. In respect of CDA Cable, Inc., the total number of undisputed votes cast for the Plan of Merger by each voting group entitled to vote separately on the Plan of Merger is as follows:

(a) Designation of voting group: Common Stock

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(b) Number of undisputed votes of voting group cast for the Plan of Merger: 100

4. The said number of votes cast for the Plan of Merger was sufficient for the approval thereof by the said voting group.

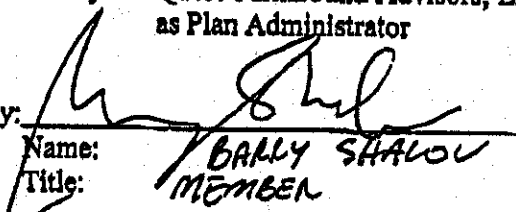
5. The merger of CDA Cable, Inc. with and into Adelphia Consolidation, LLC is permitted by the laws of the jurisdiction of organization of Adelphia Consolidation, LLC and has been authorized in compliance with said laws.

6. The effective time and date of the merger herein provided for in the State of Idaho shall be upon filing of this certificate of merger.

IN WITNESS WHEREOF, the Parties have caused these Articles of Merger to be duly executed as of this 21st day of June, 2007.

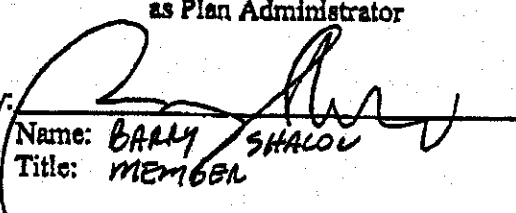
ADELPHIA CONSOLIDATION, LLC

By: Adelpia Communications Corporation,
its Sole Member
By: Quest Turnaround Advisors, LLC,
as Plan Administrator

By: 
Name: Barry Shalov
Title: MEMBER

CDA CABLE, INC.

By: Quest Turnaround Advisors, LLC,
as Plan Administrator

By: 
Name: Barry Shalov
Title: MEMBER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of June 22, 2007 (this "Merger Agreement"), by and between CDA Cable, Inc., a Idaho corporation ("CDA Cable"), and Adelphia Consolidation, LLC, a Delaware limited liability company ("Adelphia Consolidation," and, together with CDA Cable, the "Parties"), is entered pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Act") and Section 30-1-1101 of the Idaho Business Corporation Act.

WHEREAS, each of the Parties is a corporation or limited liability company duly organized and in good standing under the laws of their respective jurisdictions of incorporation or formation;

WHEREAS, the Parties intend that CDA Cable merge with and into Adelphia Consolidation and that Adelphia Consolidation continue as the surviving entity in such merger, upon the terms and subject to the conditions set forth herein, subject to the provisions of the First Modified Fifth Amended Joint Chapter 11 Plan for Adelphia Communications Corporation and Certain of its Affiliated Debtors, dated as of January 3, 2007, as Confirmed, and in accordance with the laws of the State of Delaware and the laws of the State of Idaho;

WHEREAS, the sole member of Adelphia Consolidation has approved the Merger (as defined below) and the form and terms of this Merger Agreement; and

WHEREAS, the Plan Administrator of CDA Cable has approved the Merger and the form and terms of this Merger Agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto agree as follows:

ARTICLE I.

MERGER

SECTION 1.1. Merger. Subject to the terms of this Merger Agreement, as of the filing of the Certificates of Merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of Idaho (the "Effective Time"), CDA Cable shall be merged with and into Adelphia Consolidation (the "Merger").

SECTION 1.2. Effective Time of Merger. At the Effective Time, CDA Cable shall be merged with and into Adelphia Consolidation, the separate existence of CDA Cable shall cease and Adelphia Consolidation shall continue as the surviving limited liability company under the laws of the State of Delaware (the "Surviving LLC").

SECTION 1.3. Effect of Merger. From and after the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of CDA Cable shall vest in the Surviving LLC, and, subject to

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the Plan, all debts, liabilities and duties of CDA Cable shall become the debts, liabilities and duties of the Surviving LLC.

ARTICLE II.

CONSTITUENT ENTITIES, LIMITED LIABILITY COMPANY AGREEMENT, OFFICERS, MEMBERS AND MEMBERSHIP INTERESTS

SECTION 2.1. Name of Surviving Entity. The name of the surviving entity of the Merger shall be "Adelphia Consolidation, LLC".

SECTION 2.2. Limited Liability Company Agreement of the Surviving LLC. The Limited Liability Company Agreement of Adelphia Consolidation, as amended and as in effect immediately prior to the Effective Time, shall be the Limited Liability Company Agreement of the Surviving LLC until duly amended as provided therein or by applicable law.

SECTION 2.3. Officers of the Surviving LLC. At the Effective Time, the current officers, if any, of Adelphia Consolidation shall, subject to the applicable provisions of the Limited Liability Company Agreement of the Surviving LLC, be the officers of the Surviving LLC until their respective successors shall be duly elected or appointed and qualified, if any.

SECTION 2.4. Effect of Merger on Shares. At the Effective Time, all shares of CDA Cable shall be canceled and extinguished, and the only membership interests in the Surviving LLC shall be the membership interests in Adelphia Consolidation existing at the Effective Time.

ARTICLE III.

MISCELLANEOUS

SECTION 3.1. Further Assurances. From time to time, as and when required by the Surviving LLC or by its successors and assigns, there shall be executed and delivered on behalf of CDA Cable, as applicable, such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving LLC all such further and other actions as shall be appropriate or necessary in order to vest, perfect or confirm in the Surviving LLC the title to and possession of all property, shares, assets, rights, privileges, immunities, powers and authority of CDA Cable, as applicable, and otherwise to carry out the purposes of this Merger Agreement. The Surviving LLC is fully authorized, on behalf of the Surviving LLC or CDA Cable, as applicable, to take any and all such actions and to execute and deliver any and all such deeds, documents and other instruments.

SECTION 3.2. Counterparts. This Merger Agreement may be executed in any number of counterparts (including via facsimile), each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

SECTION 3.3. Severability. If any provision of this Merger Agreement shall be declared by any court of competent jurisdiction to be illegal, void or unenforceable, all other

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provisions of this Merger Agreement shall not be affected and shall remain in full force and effect.

SECTION 3.4. Governing Law. This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to the principles of conflicts of laws thereof.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the Parties have caused this Merger Agreement to be duly executed as of the date first above written.

ADELPHIA CONSOLIDATION, LLC

By: Adelpia Communications Corporation,
its Sole Member

By: Quest Turnaround Advisors, LLC,
as Plan Administrator

By: 

Name: BARRY SHALOV
Title: MEMBER

CDA CABLE, INC.

By: Quest Turnaround Advisors, LLC,
as Plan Administrator

By: 

Name: BARRY SHALOV
Title: MEMBER