

ARTICLES OF MERGER
OF
AT LEAST 90% OWNED SUBSIDIARY

FILED/EFFECTIVE
FEB 20
SECRETARY OF STATE
02/20/2001 09:00
CK: 11482483 DT: 78163 REC: 2017
10:30.00 - 30.00 MERGE # 3
10:20.00 - 20.00 EXPENSE C

Pursuant to the provisions of Section 30-1-1104 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a subsidiary corporation into the undersigned as the surviving corporation:

1. The name of the surviving corporation in the merger is TCI Cablevision of Idaho, Inc., a corporation organized and existing under the laws of the state of Idaho.
2. The following is the Plan of Merger for merging Upper Valley Telecable Company, Inc. with and into TCI Cablevision of Idaho, Inc. as approved by resolution of the Board of Directors of TCI Cablevision of Idaho, Inc.

"1. TCI Cablevision of Idaho, Inc., which is a business corporation of the State of Idaho and is the parent corporation and the owner of all of the outstanding shares of Upper Valley Telecable Company, Inc., which is a business corporation of the State of Idaho and the subsidiary corporation, hereby merges Upper Valley Telecable Company, Inc. into TCI Cablevision of Idaho, Inc. pursuant to the provisions of the Idaho Business Corporation Act.

2. The separate existence of Upper Valley Telecable Company, Inc. shall cease at the effective time and date of the merger and TCI Cablevision of Idaho, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Idaho Business Corporation Act.

3. The issued shares of Upper Valley Telecable Company, Inc. shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of TCI Cablevision of Idaho, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

5. Shareholder approval was not required."
3. The Plan of Merger was approved by resolution adopted by the board of directors of TCI Cablevision of Idaho, Inc.
4. The approval of the shareholders of the subsidiary and parent corporations was not required.
5. No amendment is made to the charter of the surviving corporation as part of the merger.

Dated: _____

TCI CABLEVISION OF IDAHO, INC.

By: Michael P. Huseby
Michael P. Huseby, Vice President