

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

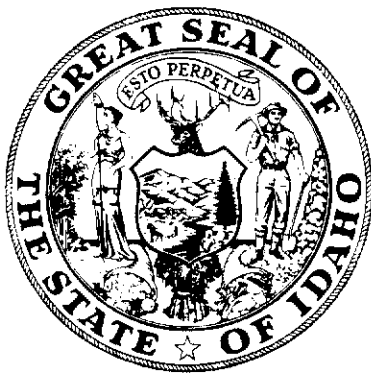
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of MERGER of TCI OF
POCATELLO, INC.

into TCI CABLEVISION OF IDAHO, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of
MERGER, and attach hereto a duplicate original of the Articles of
MERGER

Dated December 29, 19 88



Pete T. Cenarrusa
SECRETARY OF STATE

M. J. Fineman
Corporation Clerk

ARTICLES OF MERGER
OF
TCI OF POCA TELLO, INC.
A Delaware Corporation

DEC 29 11 01 AM '88
SECRETARY OF STATE

WITH AND INTO

TCI CABLEVISION OF IDAHO, INC.
An Idaho Corporation,

These Articles of Merger ("Articles") of TCI of Pocatello, Inc., a Delaware corporation ("Subsidiary"), and TCI Cablevision of Idaho, Inc., an Idaho corporation ("Survivor"), are executed by Survivor. The laws where each corporation is incorporated permit the merger of foreign and domestic corporations.

1.01 Plan of Merger. On December 30, 1988 (the "Effective Date"), Subsidiary shall be merged with and into Survivor and the separate existence of Subsidiary shall cease, with the effect that Survivor shall thereupon and thereafter possess and be vested with all the rights, privileges, immunities, franchises, causes of action and property and be responsible and liable for all the liabilities and obligations of both corporations. On the Effective Date of the merger, each share of Subsidiary stock shall be cancelled. There shall be no conversion of shares. From and after the Effective Date the Articles of Incorporation and Bylaws of the surviving corporation shall be the Articles of Incorporation and Bylaws of Survivor. This plan of merger may be rescinded at any time prior to the Effective Date by the Action of a majority of the Board of Directors of Survivor.

1.02 Ownership. Survivor owns 100% of the issued and outstanding stock of Subsidiary. Subsidiary has issued and there are outstanding 1,000 shares of \$1.00 par value Common Stock, which is the only class of security authorized or issued by Subsidiary.

1.03 Notice of Plan of Merger. Survivor is the sole shareholder of Subsidiary. It hereby waives its rights to a mailing of the plan of merger.

1.04 Approval by Survivor. The Board of Directors of Survivor duly approved the plan of merger described in these Articles in an "Action by Written Consent of Directors" dated as of December 12, 1988, pursuant to the laws of Idaho and Delaware.

TCI CABLEVISION OF IDAHO, INC.

Attest:

By:

DEC 29 11 02 AM '88
Patricia Jones Jordan
Title: Assistant Secretary
Date: DEC 14 1988

J. C. Sparkman
Title: President
Date: DEC 14 1988

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was verified before me this
14th day of December, 1988, by J. C. Sparkman as the act and
deed of TCI Cablevision of Idaho, Inc.

WITNESS my hand and official seal.

My commission expires: My Commission Expires Sept. 6, 1991
5085 Worchester
Denver, Colorado 80239

(SEAL)

