

S36777

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

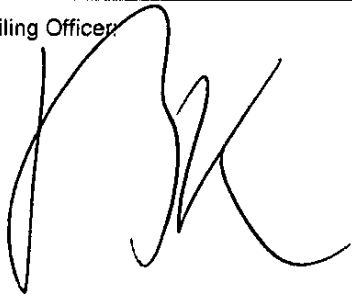
PICK-UP     WAIT     MAIL

(Business Entity Name)

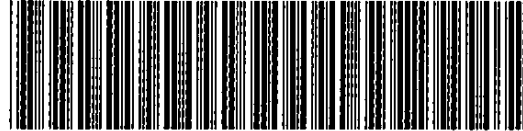
(Document Number)

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**FILED**  
07 JUL -3 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2007 JUL -3 PM 4:14  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 980989 4305845  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ ~~60.00~~

07 JUL -3 AM 9:16  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 3, 2007  
ORDER TIME : 2:53 PM  
ORDER NO. : 980989-140  
CUSTOMER NO: 4305845

*70.00*

ARTICLES OF MERGER

PALM BEACH GROUP CABLE INC.

INTO

ADELPHIA CONSOLIDATION, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

**FILED**  
07 JUL -3 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Palm Beach Group Cable Inc.	536777 Florida	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Adelphia Consolidation, LLC	Delaware	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

5619 DTC Parkway

Greenwood Village, CO 80111

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**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: 5619 DTC Parkway, Greenwood Village, CO 80111

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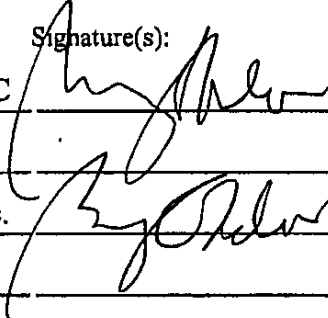
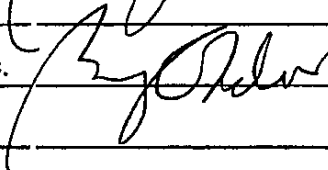
Mailing address: 5619 DTC Parkway, Greenwood Village, CO 80111

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Adelphia Consolidation, LLC		BARRY SHALOV
Palm Beach Group Cable Inc.		BARRY SHALOV

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of June 29, 2007 (this "Merger Agreement"), by and between Palm Beach Group Cable Inc., a Florida corporation ("Palm Beach"), and Adelpia Consolidation, LLC, a Delaware limited liability company ("Adelpia Consolidation," and, together with Palm Beach, the "Parties"), is entered pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Act") and Section 607.1108 of the Florida 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 Palm Beach merge with and into Adelpia Consolidation and that Adelpia 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 Adelpia 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 Florida;

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

WHEREAS, the Plan Administrator of Palm Beach 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 Florida (the "Effective Time"), Palm Beach shall be merged with and into Adelpia Consolidation (the "Merger").

SECTION 1.2. Effective Time of Merger. At the Effective Time, Palm Beach shall be merged with and into Adelpia Consolidation, the separate existence of Palm Beach shall cease and Adelpia 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 Palm Beach shall vest in the Surviving LLC, and, subject to

the Plan, all debts, liabilities and duties of Palm Beach 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 Palm Beach 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 Palm Beach, 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 Palm Beach, 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 Palm Beach, 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.]

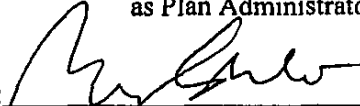


IN WITNESS WHEREOF, the Parties have caused this Merger Agreement to be duly executed as of the date first above written.

ADELPHIA CONSOLIDATION, LLC

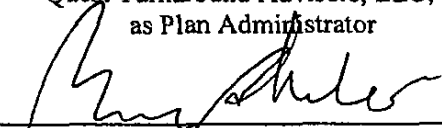
By: Adelpia Communications Corporation,  
its Sole Member

By: Quest Turnaround Advisors, LLC,  
as Plan Administrator

By:   
Name: BARRY SHALOV  
Title: MEMBER

PALM BEACH GROUP CABLE INC.

By: Quest Turnaround Advisors, LLC,  
as Plan Administrator

By:   
Name: BARRY SHALOV  
Title: MEMBER