

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CLASSIC COMMUNICATIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "CLASSIC CABLE, INC." UNDER THE NAME OF "CLASSIC CABLE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF OCTOBER, A.D. 1995, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

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DATE

10-18-95

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**CERTIFICATE OF MERGER
OF
CLASSIC COMMUNICATIONS, INC.
INTO
CLASSIC CABLE, INC.**

IT IS HEREBY CERTIFIED THAT:

1. The names and states of incorporation of each of the constituent corporations of the merger are:

- Classic Communications, Inc. Delaware corporation
- Classic Cable, Inc. Delaware corporation

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of Delaware.

3. The name of the surviving corporation of the merger is Classic Cable, Inc., a Delaware corporation.

4. The certificate of incorporation of Classic Cable, Inc., a Delaware corporation which survives the merger, shall be the certificate of incorporation of the surviving corporation.

5. The executed agreement of merger is on file at the principal place of business of the surviving corporation, the address of which is 515 Congress Avenue, Suite 2626, Austin, Texas 78701.

6. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

DATED October 17, 1995

CLASSIC CABLE, INC

By J. Merritt Relisie
Chief Executive Officer

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