

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That I, George M. Phillips, Vice President of Acton CATV, Inc., a Connecticut corporation, on behalf of Acton CATV, Inc., have made, constituted and appointed and by these presents do make, constitute and appoint: Wayne F. Daniels of 150 Indiana Ave, New Port Richey, Florida 33552 in his capacity as Field Engineer for Acton CATV, Inc. the true and lawful attorney to act for Acton CATV, Inc. in its name, place and stead in all particulars for the following purposes and for those purposes only, that is to say:

To execute any and all documents which relate to and are necessary and appropriate for Acton CATV, Inc. to manage and operate a cable television system in and around New Port Richey, Florida and other parts of Pasco County, in particular, but not limited to, pole rental agreements, leases of property, and franchise agreements.

Giving and granting unto the said attorney full power and authority to do and perform all and any act, deed, matter and thing whatsoever in and about any of the aforementioned specified particulars as fully and effectually to all intents and purposes as Acton CATV, Inc. might and could do in its own person if personally present; and in addition thereto, I do hereby ratify and confirm each of the acts of the aforesaid attorney lawfully done pursuant to the authority herein above conferred upon him.

In witness whereof, I have hereunto set my hand and seal this 14th day of April, 1981.

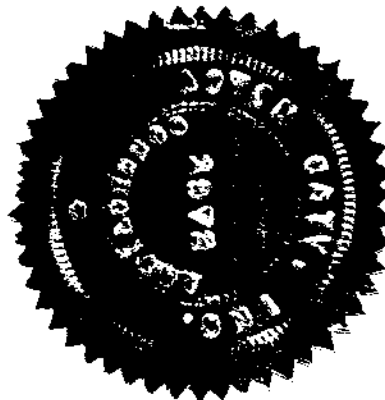
*George M. Phillips* (SEAL)  
George M. Phillips  
Vice President

COMMONWEALTH OF MASSACHUSETTS )  
 ) SS.  
COUNTY OF MIDDLESEX )

Subscribed and sworn to before me this 14th day of April, 1981, at Acton, Massachusetts. My commission expires: September 28, 1984.

*Arthur F. Lincoln*  
Arthur F. Lincoln

NOTARY PUBLIC





Box 407  
Acton, Massachusetts 01720  
Telephone: (617) 263-7711

Arthur F. Lincoln  
Corporate Counsel  
Assistant Secretary

March 13, 1980

Mr. Ronald Pratt  
Mr. Robert Smith  
58 State Road #54  
New Port Richey, Florida 33531

Gentlemen:

Re: Waiver of Corporate Seal

This is notification that Acton CATV, Inc., does not have a corporate seal at this time and desires a Waiver from having to affix its corporate seal to whatever documents are necessary.

Very truly yours,

Arthur F. Lincoln  
Corporate Counsel and  
Assistant Secretary

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SECRETARY CERTIFICATE

I, the undersigned Assistant Secretary of ACTON CATV, INC., a Connecticut Corporation ("Corporation"), hereby certify that on March 13, 1980, a meeting of the Board of Directors was held and the following resolution was unanimously adopted:

RESOLVED: That Ronald Pratt and Robert Smith be and they hereby are individually each authorized in the name and on behalf of the Corporation as its duly authorized agents to execute and deliver any and all papers, documents, instruments and Agreements which are necessary and appropriate to expand any franchised areas under control of the Corporation, or relating to Pole Rental Agreements in the State of Florida.

IN WITNESS WHEREOF, I set my hand this 14th day of March, 1980 by order of the Board of Directors of the Corporation.



Arthur F. Lincoln  
Assistant Secretary