representative of said name, that the signatu the representative is document between said and instruments in condocuments, and that the connection therewith fb; the terms of said C indenture or contract that the foregoing aut STATE OF FLORIDA shall or revocation shall, i reliance upon the fore FLORIDA written notice	Corporation and holds or re appearing opposite the duly authorized for and of Corporation and the DEPAI nection therewith, include e execution and delivery or and on behalf of said orporation's Certificate to which said Corporation hority shall remain in fu- be entitled to rely upon any event, be effective going authority prior to of said modification, re	the date of this Certification and is the genuine sign behalf of said Corporate MINENT OF TRANSPORTATION, ding without limitation, and of any such document, and Corporation is not prohib of Incorporation, its byte is a party or under which all force and effect, and in same, until written not be with respect to any document the delivery to said DEPP escission or revocation.	ertify that the person(s) whose name, ed, qualified and acting icate the offices set opposite their ignature of the representative; that tion to execute and deliver any STATE OF FLORIDA and all agreements application for permits and similar i all agreements and instruments in bited by or in any manner restricted claws, or of any loan agreement, ch it is bound. I do further certify said DEPARTMENT OF TRANSPORTATION, ice of the modification, rescission meents executed or actions taken in ARTMENT OF TRANSPORTATION, STATE OF American Television and
Communications Corpora documents signed b_{ij}^{α} th	tion (ATC) d/b a CableVi	sion of Central Florida he ees to be bound as fully	American Television and ereby waives the company seal on all as if the company seal were affixed.
NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SICHATURE(S) OF REPRESENTATIVE

Kerin Grossman - Vice President

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this $-\frac{11\,\mathrm{th}}{2}\,\mathrm{day}$ February , 1991.

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

Executive Vice President

ATTEST:

KNOW ALL MEN BY THESE PRESENTS, that American Television and Communications Corporation, a Delaware corporation (the "Corporation"), duly authorized to conduct business in the state of Florida, hereby designates and appoints KEVIN GROSSMAN, Vice President of Operations - West South, its true and lawful attorney in fact to act for it, in the name and place of the Corporation's division CableVision of Central Florida for the purpose of filing, amending, registering, executing, or attesting in the name of the Corporation, any and all forms required by the state of Florida, Department of Transportation, including, without limitation, documents relating to permit applications for the installation of cable television equipment in State of Florida rights-of-way, and all matters related thereto; granting to the said KEVIN GROSSMAN full power and authority to perform all acts necessary for the completion of said purpose.

Dated: February 11, 1991

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

Name: James P. Cottingham

Title: Executive Vice President

(Seal) (ttest:

Mame: Marc J. Apfelbaum
Title: Assistant Secretary

COUNTY OF FAIR Field 1 ss.

Subscribed and sworn to before me this III day of February, 1991, by

Sames R. Cotting ham and Marc J. Opfel baum, known to me to be

Exec. Vice President and Assistant Secretary, respectively, of American Television and

Communications Corporation, who, acting pursuant to the authority vested in them by the Board of Directors of said Corporation, did acknowledge and confirm before me that the execution of the foregoing Power of Attorney was their free act and deed.

Hy Connission Expires: March 31, 1995 Notary Public Propositor

I, <u>James P. Cottingham</u>	, do hereby certify that the person(s) whose name,
title, position and signature appears below is duly	elected, or appointed, qualified and acting
representative of said Corporation and holds on the	date of this Certificate the offices set opposite their
	me is the genuine signature of the representative; that
the representative is duly authorized for and on beh	
	OF TRANSPORTATION, STATE OF FLORIDA and all agreements
	ithout limitation, application for permits and similar
	y such document, and all agreements and instruments in
	ration is not prohibited by or in any manner restricted
by the terms of said Corporation's Certificate of In	corporation, its by-laws, or of any loan agreement,
	party or under which it is bound. I do further certify
	rce and effect, and said DEPARTMENT OF TRANSPORTATION,
	, until written notice of the modification, rescission
	respect to any documents executed or actions taken in
	elivery to said DEPARTMENT OF TRANSPORTATION, STATE OF
FLORIDA written notice of said modification, resciss	
	f Central Florida hereby waites the company seal on all
documents signed by the representative, and agrees t	be bound as fully as if the company seal were affixed.
Attached is a corporative action or resolution to th	is effect.

NAME(S) OF REPRESENTATIVE TITLE(S)
OF REPRESENTATIVE

POSITION(S)
OF REPRESENTATIVE

SIGNATURE(S)
OF REPRESENTATIVE

James L. Cooper

Vice President

Lecanto T-P

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 11th day

of February , 1991.

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

Signature

Executive Vice President

Title

ATTEST:

KNOW ALL MEN BY THESE PRESENTS, that American Television and Communications Corporation, a Delaware corporation (the "Corporation"), duly authorized to conduct business in the state of Florida, hereby designates and appoints JAMES L. COOPER, Vice President of Operations - West North, its true and lawful attorney in fact to act for it, in the name and place of the Corporation's division CableVision of Central Florida for the purpose of filing, amending, registering, executing, or attesting in the name of the Corporation, any and all forms required by the state of Florida, Department of Transportation, including, without limitation, documents relating to permit applications for the installation of cable television equipment in State of Florida rights-of-way, and all matters related thereto; granting to the said JAMES L. COOPER full power and authority to perform all acts necessary for the completion of said purpose.

Dated: February 11, 1991

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

James P. Cottingham

Title: Executive Vice President

(Seal) Attest:

(Signature)

Name: Marc J. Apfelbaum Title: Assistant Secretary

COUNTY OF Fairfield 1 ss

Subscribed and sworn to before me this the day of february, 1991, by

Tames P Cottingham and Marc T Rofelbaum, known to me to be

Exec. Vie President and Assistant Secretary, respectively, of American Television and

Communications Corporation, who, acting pursuant to the authority vested in them by the Board of Directors

of said Corporation, did acknowledge and confirm before me that the execution of the foregoing Power of

Attorney was their free act and deed.

My Commission Expires: March 31, 1995

Notary Public

James P. Cottingham, do hereby certify that the person(s) whose name,
title, position and signature appears below is duly elected, or appointed, qualified and acting
representative of said Corporation and holds on the date of this Certificate the offices set opposite their
name, that the signature appearing opposite their name is the genuine signature of the representative; that
the representative is duly authorized for and on behalf of said Corporation to execute and deliver any
document between said Corporation and the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA and all agreements
and instruments in connection therewith, including without limitation, application for permits and similar
documents, and that the execution and delivery of any such document, and all agreements and instruments in
connection therewith for and on behalf of said Corporation is not prohibited by or in any manner restricted
b, the terms of said Corporation's Certificate of Incorporation, its by-laws, or of any loan agreement,
indenture or contract to which said Corporation is a party or under which it is bound. I do further certify
that the foregoing authority shall remain in full force and effect, and said DEPARTMENT OF TRANSPORTATION,
STATE OF FLORIDA shall be entitled to rely upon same, until written notice of the modification, rescission
or revocation shall, in any event, be effective with respect to any documents executed or actions taken in
reliance upon the foregoing authority prior to the delivery to said DEPARTMENT OF TRANSPORTATION, STATE OF
FLORIDA written notice of said modification, rescission or revocation. American Television and
Communications Corporation (ATC) d b/a CableVision of Central Florida hereby values the company seal on all
documents signed by the representative, and agrees to be bound as fully as if the company seal were affixed.
Attached is a corporative action or resolution to this effect.

NAME(S) OF REPRESENTATIVE TITLE(S) OF REPRESENTATIVE POSITION(S) OF REPRESENTATIVE

SIGNATURE(S) OF REPRESENTATIVE

David I. Spencer <u>Vice President</u>

Orlando V-P

IN WITHESS WHERFOF, I have hereunto set my hand and affixed the seal of said Corporation this $\frac{11th}{day}$ February , 1991.

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

Signature

Executive Vice President

ATTEST:

KNOW ALL MEN BY THESE PRESENTS, that American Television and Communications Corporation, a Delaware corporation (the "Corporation"), duly authorized to conduct business in the state of Florida, hereby designates and appoints DAVID I. SPENCER, Vice President of Operations - Central, its true and lawful attorney in fact to act for it, in the name and place of the Corporation's division CableVision of Central Florida for the purpose of filing, amending, registering, executing, or attesting in the name of the Corporation, any and all forms required by the state of Florida, Department of Transportation, including, without limitation, documents relating to permit applications for the installation of cable television equipment in State of Florida rights-of-way, and all matters related thereto; granting to the said DAVID I. SPENCER full power and authority to perform all acts necessary for the completion of said purpose.

Dated: February 11, 1991

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

Name: James P. Cottingham

Title: Executive Vice President

(Seal) Actest:

(Signature) Name: Marc J. Apfelbaum

Title: Assistant Secretary

COUNTY OF Fairfield 1 ss

Subscribed and sworn to before me this he day of february, 1991, by

Tames P. Cotting ham and Marc J. Cofe baum, known to me to be

Exec. Vice President and Assistant Secretary, respectively, of American Television and

Communications Corporation, who, acting pursuant to the authority vested in them by the Board of Directors
of said Corporation, did acknowledge and confirm before me that the execution of the foregoing Power of

Attorney was their free act and deed.

H; Commission Expires: March 31, 1995

Notary Public

I. James P. Cot	tingham	, do hereby certify that the person(s) whose name,		
representative of said Coname, that the signature the representative is dudocument between said Conand instruments in connection therewith for by the terms of said Comindenture or contract to that the foregoing authorized of FLORIDA shall be or revocation shall, in reliance upon the forego FLORIDA written notice of Communications Corporation documents signed by the	orporation and holds on tappearing opposite their ly authorized for and on rporation and the DEPARIM ction therewith, includin execution and delivery of and on behalf of said Coporation's Certificate of which said Corporation in full e entitled to rely upon sany event, be effective wing authority prior to the said modification, rescon (ATC) d.b.a CableVision of the control of the cableVision of the cableVisio			
NAME(S) OF REPRESENTATIVE John I. Walsh	TITLE(S) OF REPRESENTATIVE Vice President	POSITION(S) OF REPRESENTATIVE OF REPRESENTATIVE OF REPRESENTATIVE V-P of Engineering X		
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 11th day of February , 1991.				

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

Signature

Executive Vice President

Title

ATTEST:

KNOW ALL MEN BY THESE PRESENTS, that American Television and Communications Corporation, a Delaware corporation (the "Corporation"), duly authorized to conduct business in the state of Florida, hereby designates and appoints JOHN T. WALSH, Vice President of Engineering, its true and lawful attorney in fact to act for it, in the name and place of the Corporation's division CableVision of Central Florida for the purpose of filing, amending, registering, executing, or attesting in the name of the Corporation, any and all forms required by the state of Florida, Department of Transportation, including, without limitation, documents relating to permit applications for the installation of cable television equipment in State of Florida rights-of-way, and all matters related thereto; granting to the said JOHN T. WALSH full power and authority to perform all acts necessary for the completion of said purpose.

Dated: February 11, 1991

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

Ma**ne**: James P. Cottingham

Title: Executive Vice President

(Seal) Attest:

(Signature)

Name: Marc J. Apfelbaum Title: Assistant Secretary

COUNTY OF FAICHER SS.

Subscribed and sworn to before me this I day of February, 1991, by

Sames R. Cottingham and Marc J. Apfelbacem, known to me to be

Exec. Vice President and Assistant Secretary, respectively, of American Television and

Communications Corporation, who, acting pursuant to the authority vested in them by the Board of Directors

of said Corporation, did acknowledge and confirm before me that the execution of the foregoing Power of

Attorney was their free act and deed.

My Connission Expires: March 31 1995 Dinto By Roules

I, James P. Cottingham

I, James P. Cot	tingham	, do hereby certify that the person(s) whose name,					
title, position and signature appears below is duly elected, or appointed, qualified and acting							
representative of said Corporation and holds on the date of this Certificate the offices set opposite their							
name, that the signature appearing opposite their name is the genuine signature of the representative; that							
	the representative is duly authorized for and on behalf of said Corporation to execute and deliver any						
-	document between said Corporation and the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA and all agreements						
and instruments in connection therewith, including without limitation, application for permits and similar							
documents, and that the execution and delivery of any such document, and all agreements and instruments in							
connection therewith for and on behalf of said Corporation is not prohibited by or in any manner restricted							
by the terms of said Corporation's Certificate of Incorporation, its by-laws, or of any loan agreement,							
indenture or contract to which said Corporation is a party or under which it is bound. I do further certify that the foregoing authority shall remain in full force and effect, and said DEPARTMENT OF TRANSPORTATION,							
							STATE OF FLORIDA shall be entitled to rely upon same, until written notice of the modification, rescission
	or revocation shall, in any event, be effective with respect to any documents executed or actions taken in						
		he delivery to said DEPARTMENT OF TRANSPORTATION, STATE OF					
		cission or revocation. American Television and					
		on of Central Florida hereby waites the company seal on all					
documents signed by the representative, and agrees to be bound as fully as if the company seal were affixed.							
Attached is a corporative action or resolution to this effect.							
•							
MINE A. A.	TITLE(0)	DANTTON G					
NAME(S) OF	TITLE(S)	POSITION(S) SIGNATURE(S)					
REPRESENTATIVE	OF REPRESENTATIVE	OF REPRESENTATIVE OF REPRESENTATIVE					
Robert P. Bertran	Vice President	V-P of Finance					
Robert 1. Delician	Vice President	1-1 of Timanes					
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this $-11 \mathrm{th}$ day							
of Fahruary	1001						
of February , 1991.							

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

Executive Vice President

Title

ATTEST:

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that American Television and Communications Corporation, a Delaware corporation (the "Corporation"), duly authorized to conduct business in the state of Florida, hereby designates and appoints ROBERT P. BERTRAM, Vice President of Finance, its true and lawful attorney in fact to act for it, in the name and place of the Corporation's division CableVision of Central Florida for the purpose of filing, amending, registering, executing, or attesting in the name of the Corporation, any and all forms required by the state of Florida, Department of Transportation, including, without limitation, documents relating to permit applications for the installation of cable television equipment in State of Florida rights-of-way, and all matters related thereto; granting to the said ROBERT P. BERTRAM full power and authority to perforn all acts necessary for the completion of said purpose.

Dated: February 11, 1991

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

Name: James P. Cottingham/

Title: Executive Vice President

(Seal) Attest:

(Signature)

Name: Marc J. Apfelbaum Title: Assistant Secretary

COUNTY OF Fairfield 1 ss.

Subscribed and sworn to before me this II day of rebruary, 1991, by

Ta mes to cotting ham and Ware Saptelbaum, known to me to be

Exec. Vice President and assistant Secretary, respectively, of American Television and Communications Corporation, who, acting pursuant to the authority vested in them by the Board of Directors of said Corporation, did acknowledge and confirm before me that the execution of the foregoing Power of Attorney was their free act and deed.

Hy Compission Expires: March 31, 1995 Dana 2975000 09 Notary Public

I, Henry J. Gerken, Corporate Secretary, do hereby certify that the person whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said Corporation and holds on the date of this Certificate the offices set opposite his name, that the signature appearing opposite his name is the genuine signature of the representative; that the representative is duly authorized for and on behalf of said Corporation to execute and deliver any document between said Corporation and the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA and all agreements and instruments in connection therewith, including without limitation, application for permits and similar documents, and that the execution and delivery of any such document, and all agreements and instruments in connection therewith for and on behalf of said Corporation is not prohibited by or in any manner restricted by the terms of said Corporation's Certificate of Incorporation, its by-laws, or of any loan agreement, indenture or contract to which said Corporation is a party or under which it is I do further certify that the foregoing authority shall remain in full force and effect, and said DEPARTMENT OF TRANSPORTA-TION, STATE OF FLORIDA shall be entitled to rely upon same, until written notice of the modification, recision or revocation of same, in whole or in part, has been delivered to said DEPARTMENT OF TRANSPORATION, STATE OF FLORIDA but no such modification, recision or revocation shall, in any event, be effective with respect to any documents executed or actions taken in reliance upon the foregoing authority prior to the delivery to said DEPARTMENT OF TRANSPORTA-TION, STATE OF FLORIDA written notice of said modification, recision or revocation. AMERICAN TELEVISION AND COMMUNICATIONS CORPO-RATION, d/b/a CABLEVISION OF CENTRAL FLORIDA hereby waives the company seal on all documents signed by the representative, and agrees to be bound as fully as if the company seal were affixed. Attached is a corporate action or resolution to this effect.

TITLE OF NAME OF POSITION OF SIGNATURE OF REPRESENTATIVE REPRESENTATIVE REPRESENTATIVE REPRESENTATIVE

Troy J. Harville V.P. of Operations <u>V.P. of Operations</u> Cablevision of Cablevision of Central Florida Division Florida Division

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 17^{ri} day of $\frac{December}{December}$, 1990.

American Television and Communications

Corporation

Denry Signature Henry J. Gerken

Senior Vice President, Secretary and General Counsel

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that American Television and Communications Corporation, a Delaware corporation (the "Corporation"), duly authorized to conduct business in the state of Florida, hereby designates and appoints ORLANDO BRILLANTE, Regional Manager of Atlantic Coast Region, its true and lawful attorney in fact to act for it, in the name and place of the Corporation's division Florida TV Cable for the purpose of filing, amending, registering, executing, or attesting in the name of the Corporation, any and all forms required by the state of Florida, Department of Transportation, including, without limitation, documents relating to permit applications for the installation of cable television equipment in State of Florida rightsof-way, and all matters related thereto; granting to the said ORLANDO BRILLANTE full power and authority to perform all acts necessary for the completion of said purpose.

Dated: February 1, 1982

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

Vice President - Cable **O**perations

(Seal) Attest:

Bruce J. Grobe

Assistant Secretary

Banco J Hile

STATE OF COLORADO

SS.

COUNTY OF ARAPAHOE

Subscribed and sworn to before me this 1st day of Feb. 1982, by James P. Cottingham and Bruce J. Grobe, known to me to be Vice President and Assistant Secretary, respectively, of American Television and Communications Corporation, who, acting pursuant to the authority vested in them by the Board of Directors of said Corporation, did acknowledge and confirm before me that the execution of the foregoing Power of Attorney was their free act and deed.

My Commission Expires: August 27, 1984

Dolores M. Gillespie

Notary Public