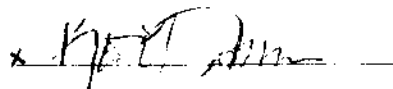


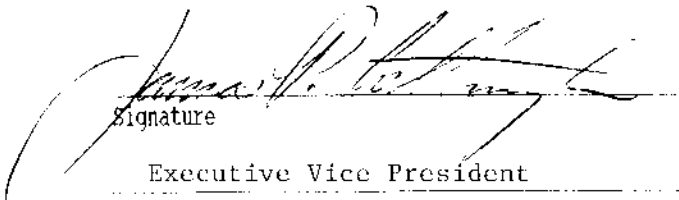
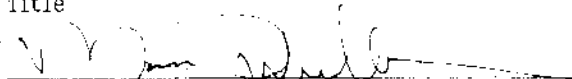
CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, 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 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 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 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.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Kevin Crossnan</u>	<u>Vice President</u>	<u>W. Haven V-P</u>	<u></u>

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: 
 Marc S. Apfelbaum
 Assistant Secretary

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 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

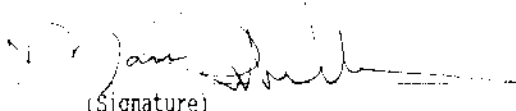
AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

By: 

Name: James P. Cottingham

Title: Executive Vice President

(Seal)
attest:



(Signature)

Name: Marc J. Apfelbaum
Title: Assistant Secretary

STATE OF Connecticut)
COUNTY OF Fairfield) ss.

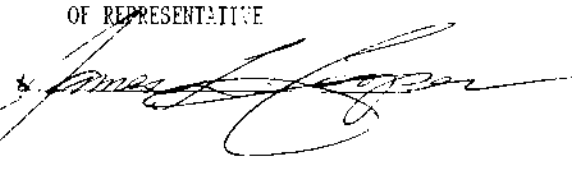
Subscribed and sworn to before me this 11th day of February, 1991, by James P. Cottingham and Marc J. Apfelbaum, known to me to be Exec. Vice President and Assistant Secretary, respectively, of American Television and Communications Corporation, who, acting pursuant to the authority vested in them by 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 Commission Expires: March 31, 1995


Notary Public

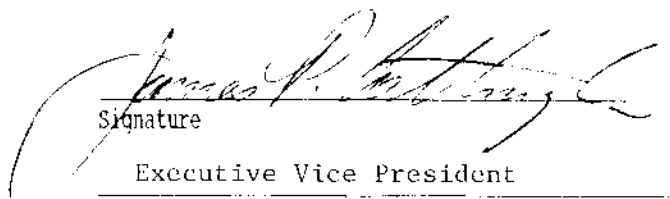
CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, 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 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 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 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.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>James L. Cooper</u>	<u>Vice President</u>	<u>Lecanto T-P</u>	

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: 


 Marc J. Apfelbaum
 Assistant Secretary

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 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.

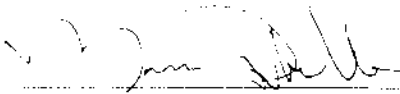
Dated: February 11, 1991

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

By: 
Name: James P. Cottingham

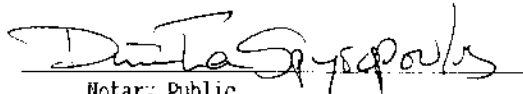
Title: Executive Vice President

(Seal)
Attest:


(Signature)
Name: Marc J. Apfelbaum
Title: Assistant Secretary

STATE OF Connecticut, ss.
COUNTY OF Fairfield

Subscribed and sworn to before me this 11th day of February, 1991, by James P. Cottingham and Marc J. Apfelbaum, 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 Commission Expires: March 31, 1995 
Notary Public

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, 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 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 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 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.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
David I. Spencer	Vice President	Orlando V-P	<i>x David Spencer</i>

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

James P. Cottingham

 Signature
 Executive Vice President

 Title

ATTEST: *Marc J. Apfelbaum*

 Marc J. Apfelbaum
 Assistant Secretary

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 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

By: [Signature]
Name: James P. Cottingham
Title: Executive Vice President

(Seal)
Attest:

[Signature]
(Signature)
Name: Marc J. Apfelbaum
Title: Assistant Secretary

STATE OF Connecticut ss.
COUNTY OF Fairfield


Subscribed and sworn to before me this 11th day of February, 1991, by James P. Cottingham and Marc J. Apfelbaum, 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 Commission Expires: March 31, 1995

[Signature]
Notary Public

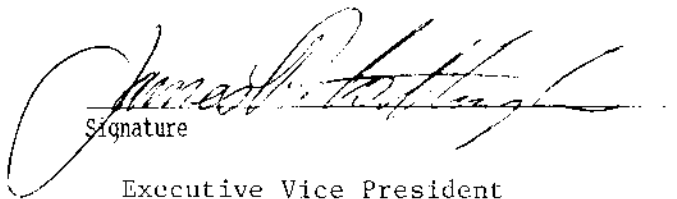
CERTIFICATE OF INCUMBENCY AND AUTHORITY

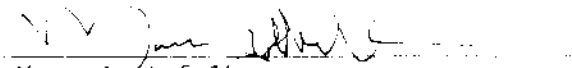
I, James P. Cottingham, do hereby certify that the person(s) whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said Corporation and holds on the date of this Certificate the offices set opposite their name, that the signature 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 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 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 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.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
John I. Walsh	Vice President	V-P of Engineering	

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: 
 Marc J. Apfelbaum
 Assistant Secretary

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 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

By: *James P. Cottingham*
Name: James P. Cottingham
Title: Executive Vice President

(Seal)
Attest:

Marc J. Apfelbaum
(Signature)
Name: Marc J. Apfelbaum
Title: Assistant Secretary

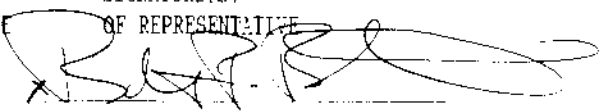
STATE OF Connecticut)
COUNTY OF Fairfield) ss.

Subscribed and sworn to before me this 11th day of February, 1991, by James P. Cottingham and Marc J. Apfelbaum, 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 Commission Expires: March 31, 1995 *Dimitry Spyroulos*
Notary Public

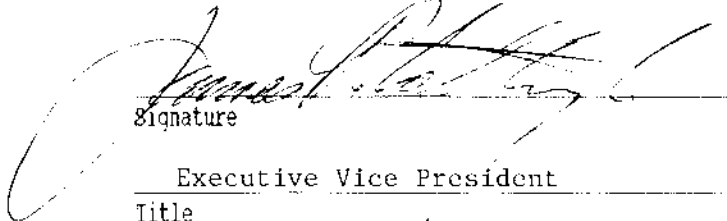
CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, 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 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 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 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 corporative action or resolution to this effect.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
Robert P. Bertran	Vice President	V-P of Finance	

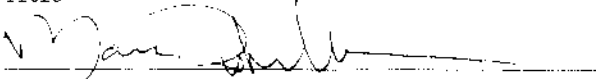
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 11th day of February, 1991.

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION



 Signature

 Executive Vice President

 Title
 ATTEST: 

 Marc J. Apfelbaum
 Assistant Secretary

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 perform all acts necessary for the completion of said purpose.

Dated: February 11, 1991

AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

By: *James P. Cottingham*
Name: James P. Cottingham
Title: Executive Vice President

(Seal)
Attest:

Marc J. Apfelbaum
(Signature)
Name: Marc J. Apfelbaum
Title: Assistant Secretary

STATE OF Connecticut
COUNTY OF Fairfield ss.

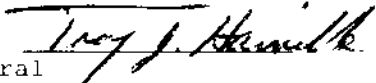
Subscribed and sworn to before me this 11th day of February, 1991, by James P. Cottingham and Marc S. Apfelbaum, known to me to be Exec. Vice President and Assistant Secretary, respectively, of American Television and Communications Corporation, who, acting pursuant to the authority vested in them by 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 Commission Expires: March 31, 1995 *Dante Spyropoulos*
Notary Public

CERTIFICATE OF INCUMBENCY AND AUTHORITY

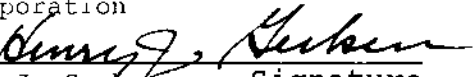
I, Henry J. Gerken, Corporate Secretary, do hereby certify that the person whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said Corporation and holds on the date of this Certificate the offices set opposite his name, that the 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 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, recision or revocation of same, in whole or in part, has been delivered to said DEPARTMENT OF TRANSPORTATION, 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 TRANSPORTATION, STATE OF FLORIDA written notice of said modification, recision or revocation. AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION, 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.

NAME OF REPRESENTATIVE	TITLE OF REPRESENTATIVE	POSITION OF REPRESENTATIVE	SIGNATURE OF REPRESENTATIVE
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<u>Troy J. Harville</u>	<u>V.P. of Operations</u> Cablevision of Florida Division	<u>V.P. of Operations</u> Cablevision of Central Florida Division	
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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 17th day of December, 1990.

American Television and Communications Corporation

By: 
Henry J. Gerken Signature

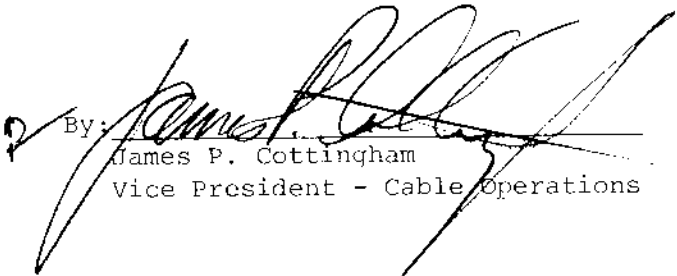
Senior Vice President, Secretary
and General Counsel Title

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 rights-of-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

By: 
James P. Cottingham
Vice President - Cable Operations

(Seal)
Attest:

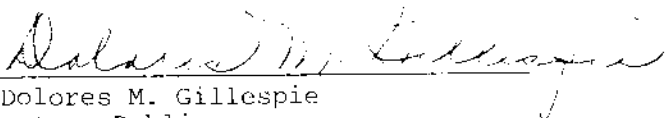


Bruce J. Grobe
Assistant Secretary

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