

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Gary E. Cassard, 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 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 reply upon same, until written notice of the modification, rescission or revocation of same, in whole or in part, has been delivered to said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA but no such 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. Cox Cable Ocala, Inc. 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.

<u>NAME(S) OF REPRESENTATIVE</u>	<u>TITLE(S) OF REPRESENTATIVE</u>	<u>POSITION(S) OF REPRESENTATIVE</u>	<u>SIGNATURES OF REPRESENTATIVE</u>
<u>Gary E. Cassard</u>	<u>VICE PRESIDENT/ General Manager</u>	<u>VICE PRESIDENT/ General Manager</u>	<u><i>Gary E. Cassard</i></u>
<u>Kenneth W. Parnell</u>	<u>Plant Manager</u>	<u>Plant Manager</u>	<u><i>Kenneth W. Parnell</i></u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 12 day of 27, 1990.

Gary E. Cassard
(Signature)

V.P. / Gen. Mgr
(Title)

ATTEST:

James R. Hatcher
SECRETARY



Cox Cable
Communications

August 27, 1984

Ms. Judy Rice
Florida Department of Transportation
Legal Department
605 Suwannee Street
Tallahassee, FL 32301

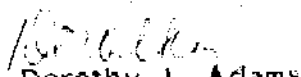
RE: Cox Cablevision Corporation

Dear Judy:

The enclosed certified copy of minutes from the Board of Directors meeting should suffice for your purposes.

If you should have questions or if I can be of further assistance, please do not hesitate to call.

Sincerely,


Dorothy J. Adams
Legal Assistant

DJA:dd

CC: Charlie Henderson

ACTION OF THE BOARD OF DIRECTORS
OF
Cox Cablevision Corporation, a Georgia Corporation
By Unanimous Written Consent
Without Meeting

Pursuant to the General Corporation Laws of the above mentioned state of incorporation, the undersigned, being all of the directors of the Corporation, do hereby unanimously consent to and adopt the following resolutions and take the following actions, which resolutions and actions shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board of Directors of said Corporation duly called and held pursuant to said Law, and hereby direct that this written consent to such actions to be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

WHEREAS the Corporation regularly files with the Florida Department of Transportation Utility Permits which must be signed by a representative of the Corporation and sealed with the Corporate Seal and

WHEREAS the Corporate Seal is now on file with the Florida Department of Transportation

NOW, THEREFORE, IT IS

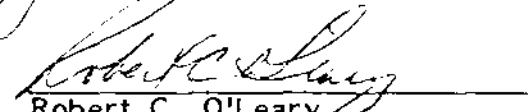
RESOLVED: That, to facilitate filings with the Florida Department of Transportation, use of the Corporate Seal on Utility Permits is hereby waived and

FURTHER RESOLVED: That any officer, General Manager or his representative or designee, is hereby authorized to sign Utility Permits on behalf of the Corporation.

WITNESS the consent of each Director of the Corporation this 22nd day
of August, 1984.


David R. Van Valkenburg


James A. Hatcher


Robert C. O'Leary

ATTEST:

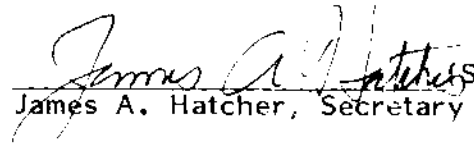

James A. Hatcher, Secretary

SECRETARY'S CERTIFICATION

I, James A. Hatcher, being duly sworn hereby certify that:

- 1) I am the duly elected Secretary of Cox Cablevision Corporation;
and
- 2) The attached is a true and correct copy of the Unanimous Consent of the Board of Directors of Cox Cablevision Corporation dated August 22, 1984.

This 22nd day of August, 1984.

 (SEAL)
James A. Hatcher, Secretary

Sworn to and subscribed before
me this 22nd day of August, 1984.

 (SEAL)
Notary Public

Notary Public, Georgia, State at Large
My Commission Expires March 10, 1987

Suite 500 • 1422 West Peachtree St., Atlanta, Georgia 30309 • 404 892-3456

January 30, 1970

file

Florida Department of
Transportation
Legal Division
Tallahassee, Florida

Gentlemen:

This letter is to advise you that the system manager, Mr. Robert Frier, of Highlands Cable TV Corporation, One Grand Prix Drive, Sebring, Florida, is authorized to sign Florida Department of Transportation Utility Permits on behalf of the Highlands company.

Sincerely,

William A. Pitney
William A. Pitney
Vice President and
General Manager

WAP:sh

cc: Mr. C. W. McCall
Mr. Robert Frier
Mr. James L. Reinsch

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