

**SECRETARY'S CERTIFICATE**

STATE OF COLORADO )  
 ) ss:  
COUNTY OF ARAPAHOE )

Terrel E. Davis, being duly sworn, states as follows:

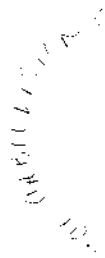
1. That I am the duly elected, qualified and acting Secretary of TCI Cablevision of Florida, Inc.;
2. That as such Secretary, I have access to the books and records of the Corporation;
3. That the Corporation is the successor-in-interest to Halifax Cable TV, Inc., as Halifax was merged with and into this Corporation effective September 30, 1987; and
4. That the following resolutions set forth below were duly adopted by the Board of Directors of the Corporation by unanimous written consent in lieu of a special meeting of such Board of Directors on April 2, 1993, and that the same have not since been modified, amended or repealed and are still set in full force and effect as of the date hereof:

**RESOLVED**, that the resolution adopted on July 1, 1989 relating to authorization to apply for construction permits with the State of Florida is hereby rescinded.

**BE IT FURTHER RESOLVED**, that Greg Arge: singer, Area Manager; Jim Ritchie, Area Engineer; and Jeff Hays, Construction Manager, be and they hereby are, authorized and empowered, for and on behalf of the corporation, to apply to the State of Florida for construction permits, to prepare and execute and deliver all required documents, and to take such other and additional actions as they, or any one of them, may deem necessary or appropriate to carry out the purpose and intent of this resolution.

5. That the following resolution set forth below was duly adopted by the Board of Directors of the Corporation by unanimous written consent in lieu of a special meeting of such Board of Directors on April 30, 1993, and that the same has not since been modified, amended or repealed and are still set in full force and effect as of the date hereof:

**RESOLVED**, that TCI Cablevision of Florida, Inc. hereby waives its corporate seal on all documents filed with the State of Florida, Department of Transportation relating to construction permits, and it agrees to be bound as fully as if the corporate seal were affixed.



5. Further, Affiant sayeth naught.

Date: April 30, 1993

Terrel E. Davis  
Terrel E. Davis

[Corporate Seal]

**SUBSCRIBED AND SWORN TO** before me this 30th day of April, 1993 by Terrel E. Davis, as Secretary of TCI Cablevision of Florida, Inc., a Florida corporation.



**WITNESS** my hand and official seal.

Terrel E. Davis  
Notary Public

My Commission expires: 11/11/93

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STATE OF COLORADO )  
 ) ss:  
COUNTY OF ARAPAHOE )

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5. Further, Affiant sayeth naught.

Date: April 2, 1993

Terrel E. Davis  
Terrel E. Davis

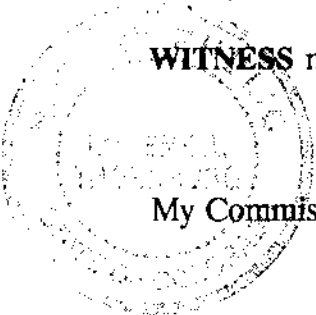
TCI CABLEVISION OF FLORIDA, INC.  
[Corporate Seal]

SUBSCRIBED AND SWORN TO before me this 2nd day of April, 1993 by Terrel E. Davis, as Secretary of TCI Cablevision of Florida, Inc., a Florida corporation.

WITNESS my hand and official seal.

Shirley A. Shoenberg  
Notary Public

My Commission expires: 10/11/93



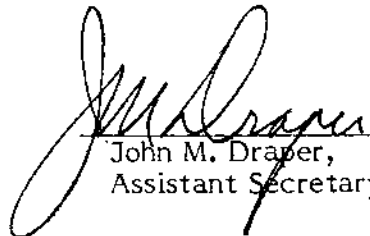
SECRETARY'S CERTIFICATE

I, John M. Draper, do hereby certify that I am the duly appointed and acting Assistant Secretary of Halifax Cable TV, Inc., Halifax Cablevision, Inc. and Volusia Cable-Vision Corporation, Florida corporations, that as such Assistant Secretary I have access to the books and records of the Corporations; that the following resolution was duly adopted by the Board of Directors of the Corporations by Unanimous Written Consent as of April 12, 1979, and that the same has not since been modified, amended or repealed and is still in full force and effect as of the date hereof:

RESOLVED, that Raymond W. Baker, District Manager, be, and he hereby is, authorized, for and in the name of the Corporations, to apply to the State of Florida for construction permits, and to do such other acts and things as may be required by the State of Florida to obtain the required construction permits.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Corporation this 12th day of April, 1979.

(CORPORATE SEAL)

  
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John M. Draper,  
Assistant Secretary

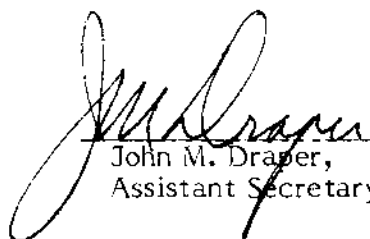
SECRETARY'S CERTIFICATE

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Corporation this 12th day of April, 1979.

(CORPORATE SEAL)

  
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John M. Draper,  
Assistant Secretary