

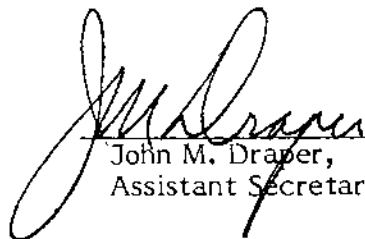
SECRETARY'S CERTIFICATE

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by Unanimous Written Consent as of April 12, 1979, and that the same has not since been modified, amended or repealed and is still in full force and effect as of the date hereof: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