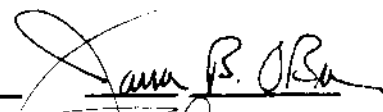
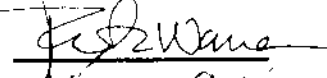
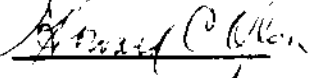
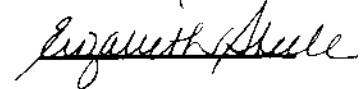


CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, ELIZABETH M. STEELE, 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 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.

Elizabeth M. Steele 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 B. O'Brien</u> | <u>President</u> | <u>President</u> |  |
| <u>Ruth E. Warren</u> | <u>Group VP/Operations</u> | <u>Group VP/Operations</u> |  |
| <u>Howard C. Olson</u> | <u>Fund Vice President</u> | <u>Fund Vice President</u> |  |
| <u>Elizabeth M. Steele</u> | <u>Vice President and Secretary</u> | <u>General Counsel</u> |  |

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 8th day of July, 1991.


Corporate Secretary

Corporate Seal

Certificate Of Incumbency And Authority
Page 2 of 2

~~STATE OF FLORIDA~~
STATE OF COLORADO
COUNTY OF ARAPAHOE

BEFORE ME, the undersigned authority, this day personally appeared ELIZABETH STEELE to me well known and known to me to be the Corporate Secretary of JONES INTERCABLE, INC., and who executed the foregoing instrument for the purposes therein mentioned and affixed thereto the official seal of said Corporation.

WITNESS MY HAND AND OFFICIAL SEAL this 8th day of JULY, 1991.

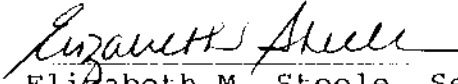
Harvey Mann
Notary Public

(Notary Seal)

FEB 24, 1994
My Commission Expires

CERTIFICATE OF SECRETARY

The undersigned, Elizabeth M. Steele, Secretary of Jones Intercable, Inc., hereby certifies that any assistant secretary of Jones Intercable, Inc., as the same may change from time to time, has the authority to attest the signature of any authorized person listed on the Certificate of Incumbency and Authority filed with the Florida Department of Transportation for Cable TV Fund 12-A, Ltd., the owner of a cable television system operating in and around Ft. Myers, Florida.


Elizabeth M. Steele, Secretary
of Jones Intercable, Inc.

(Corporate Seal)