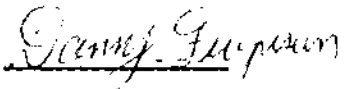
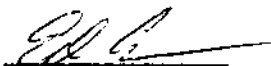
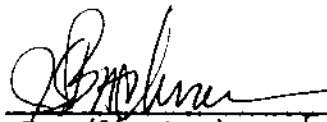


**CERTIFICATE OF INCUMBENCY AND AUTHORITY**

I, JS BACHMAN, 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 Certificated 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 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. LAKE COUNTY CONSTRUCTION, 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 corporate action or resolution to this effect.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Danny Ferguson</u>	<u>Project Engineer</u>	_____	
<u>Ed Cannon</u>	<u>Project Coordinator</u>	_____	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 12<sup>th</sup> day of December, 19 90.

  
 \_\_\_\_\_  
 (Signature)  
JS Bachman  
 \_\_\_\_\_  
 (Title)  
 ATTEST: Gail Hutton

RESOLUTION

WHEREAS, Lake County Cablevision, Inc. is engaged in the construction of transmission lines, and

WHEREAS, construction of said transmission lines often requires the acquisition of Florida Department of Transportation permits, and

WHEREAS, such permits have required affixing of the corporate seal and the signature of the Secretary, and

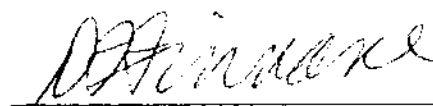
WHEREAS, the Florida Department of Transportation is willing to issue a waiver of corporate seal and Secretary's signature on said permits, provided than an enabling resolution is passed by the Board of Directors, and

WHEREAS, a Florida Department of Transportation permit, bearing an authorized signature, without the corporate seal, will be as fully binding on Lake County Cablevision, Inc. as if authenticated by impressing the corporate seal.

NOW, THEREFORE, BE IT RESOLVED, that the Regional Manager and General Manager are authorized to execute Florida Department of Transportation permit applications on behalf of Lake County Cablevision, Inc. and it is not necessary to impress the corporate seal on such applications.

I, the undersigned Secretary of Lake County Cablevision, Inc., do hereby certify that the foregoing Resolution was duly approved by the Board of Directors of Lake County Cablevision, Inc., at their meeting held on July 9, 1981.

Dated this 9th day of July, 1981.

  
\_\_\_\_\_  
Daniel F. Finnane,  
Secretary