

CERTIFICATE OF INCUMBENCY AND AUTHORITY

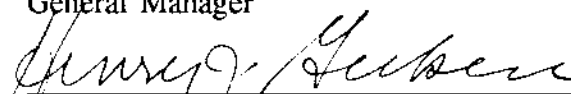
I, Henry J. Gerken, Vice President, Secretary and General Counsel of American Television and Communications Corporation (organized under the laws of the State of Delaware and duly qualified to conduct business in the State of Florida) ("ATC"), the General Manager of Paragon Communications, organized under the laws of the State of Colorado, and duly qualified to conduct business in the State of Florida (d/b/a Paragon Cable) ("Paragon"), do hereby certify the following:

That ATC is the General Manager of Paragon (for evidence of authority see Exhibit A, attached hereto). That ATC, as General Manager, has duly elected, or appointed, the persons whose names, titles, systems and signatures appear on Exhibit B, attached hereto, qualified and acting representatives of Paragon. That the representatives, on Exhibit B, hold on the date of this Certificate the offices set opposite their names; the signatures appearing opposite their names are the genuine signatures of the representatives; the representatives, acting individually, are duly authorized for and on behalf of Paragon to execute and deliver any document between Paragon and the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA and all agreements and instruments in connection therewith including, without limitation, applications for permits and similar documents, as more fully described on Exhibit A. The execution and delivery of any such document, and all agreements and instruments in connection therewith by the representatives listed on Exhibit B, for and on behalf of Paragon, is not prohibited by or in any manner restricted by the terms of the Partnership Agreement, the Management Agreement or by the terms of any loan agreement, indenture or contract to which Paragon is a party or under which it is bound. I 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 a modification, rescission or revocation and, in any event, shall 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 of written notice of a modification, rescission or revocation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 17th day of June, 1994.

PARAGON COMMUNICATIONS, a general partnership

By: American Television and Communications Corporation,
General Manager


Henry J. Gerken

Vice President, Secretary and General Counsel

Attest:

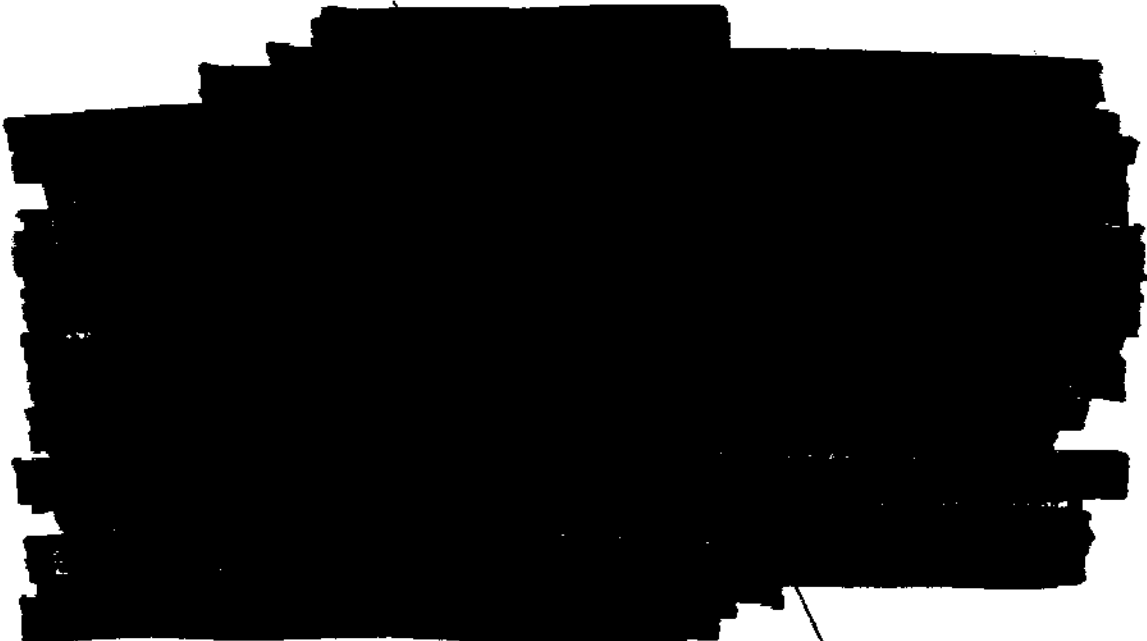


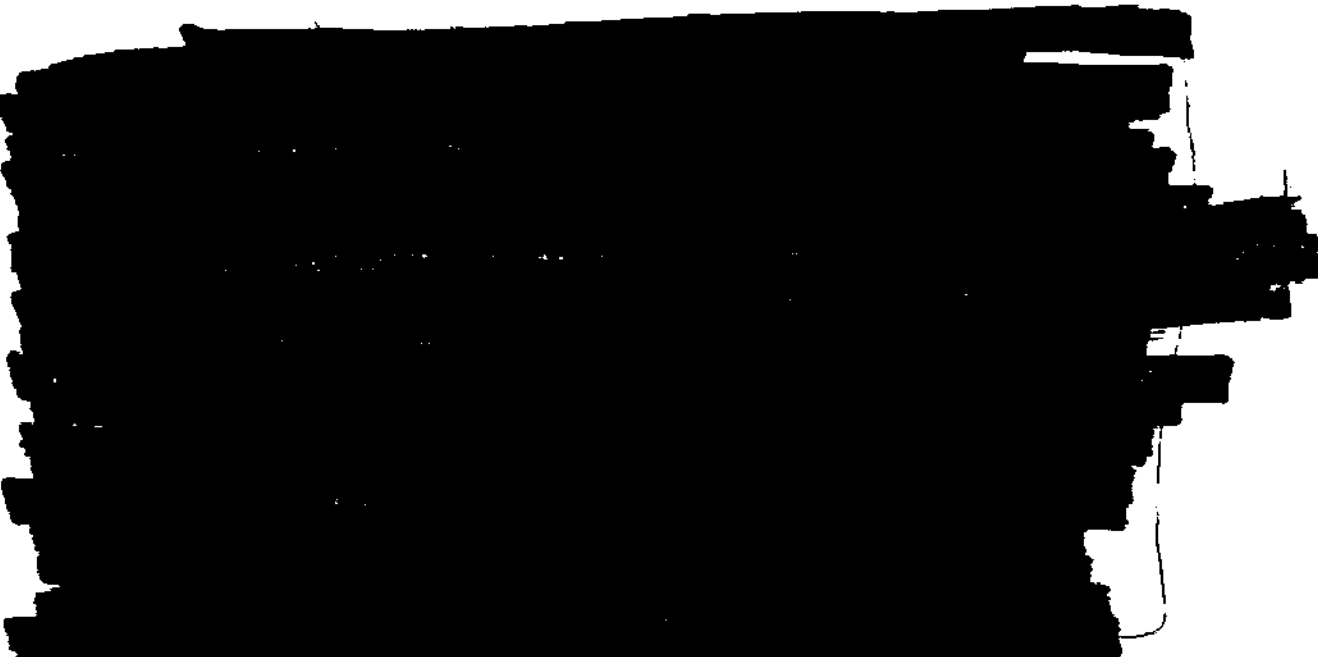
Marc J. Apfelbaum

Vice President, Associate General Counsel and
Assistant Secretary

MANAGEMENT AGREEMENT BETWEEN PARAGON COMMUNICATIONS
AND AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION

THIS MANAGEMENT AGREEMENT ("Agreement"), entered into as of the 31st day of August, 1988, between PARAGON COMMUNICATIONS, a Colorado general partnership existing pursuant to that certain Amended and Restated General Partnership Agreement ("Partnership Agreement") dated as of June 17, 1987 (hereinafter called "the Partnership"), AMERICAN TELEVISION AND COMMUNICATIONS CORPORATION, a Delaware corporation having its principal place of business at 160 Inverness Drive West, Englewood, Colorado 80112 or, on and after September 6, 1988, at 300 First Stamford Place, Stamford, Connecticut 06902-6732 (hereinafter called "ATC") and KBLCOM INCORPORATED, a Texas corporation ("KBLCOM").



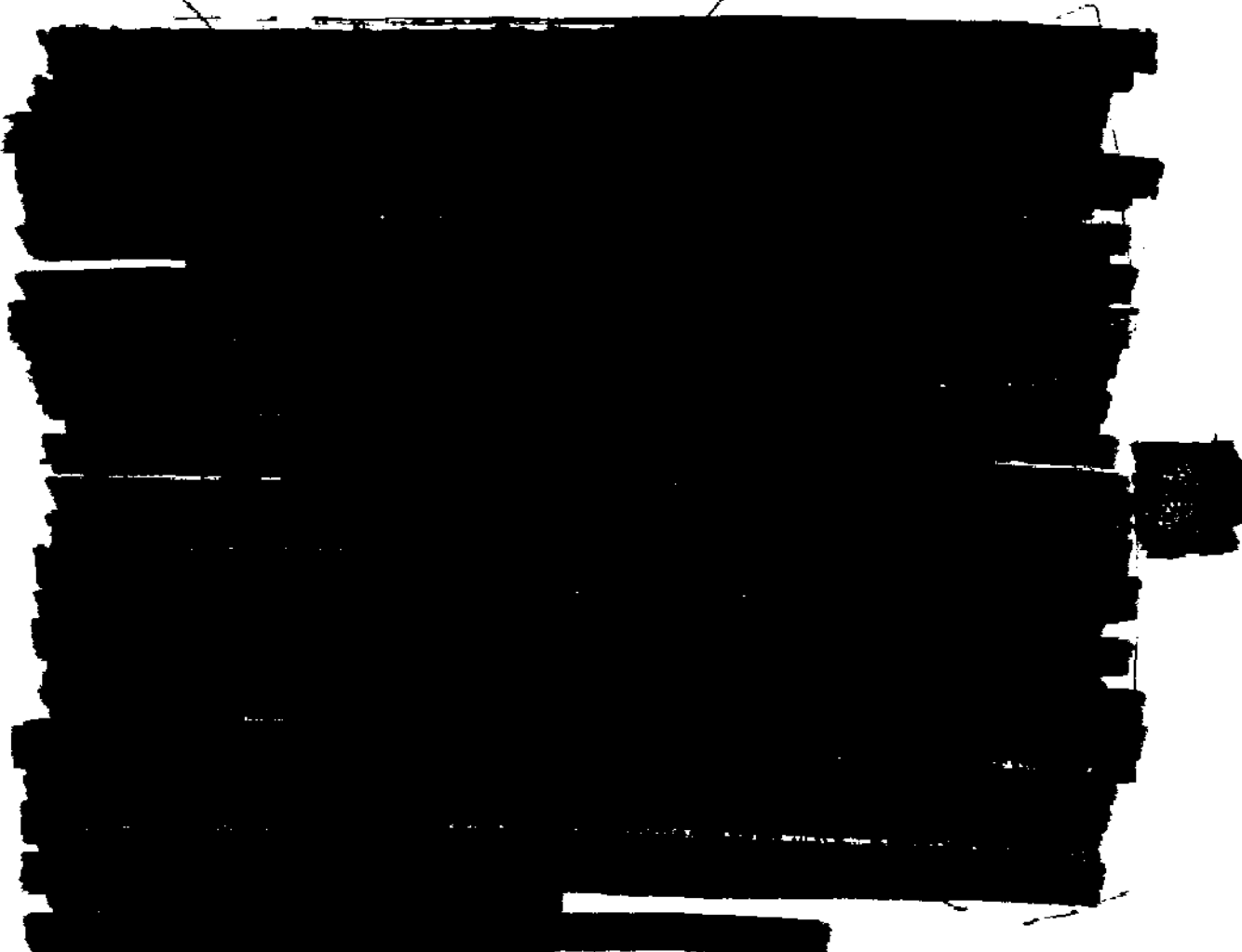


NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the Partnership and ATC agree as follows:

1. Employment. The Partnership agrees to employ ATC, and ATC agrees to serve the Partnership as General Manager under the Partnership Agreement upon the terms and conditions hereinafter set forth.

2. Effective Date/Term. This Agreement shall be effective from and after January 1, 1989, and shall continue until the termination of the Partnership following any dissolution and winding up of its affairs, unless this Agreement shall be otherwise terminated hereunder.





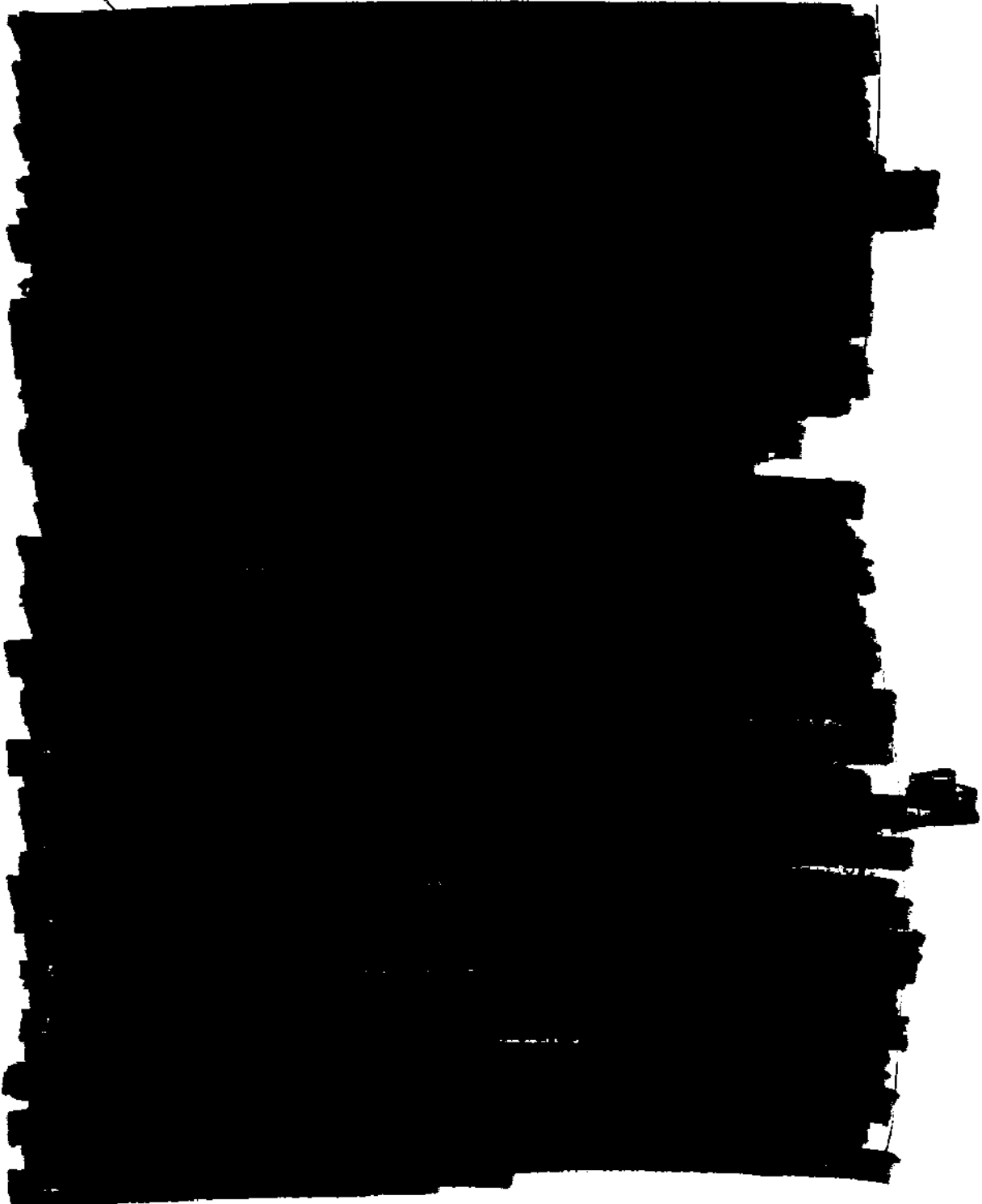
4. Duties. ATC shall provide the overall day to day management of the Partnership and shall be charged with management, operation, maintenance and supervision of the Systems and business of the Partnership subject to the general control of the Management Committee as defined in the Partnership Agreement. Subject to the terms and conditions set forth herein, ATC shall provide the Partnership with all services required to carry on its business and

fulfill its obligations, including, without limitation, the services described in this Section 4. ATC agrees to:

[REDACTED]

[REDACTED]

[REDACTED]



→ (f) timely file or cause to be filed all federal, state, and local reports as may be required, including,

without limitation, all reports required by the franchises, licenses and permits, tax reports, income tax withholding reports, FICA tax reports, unemployment compensation reports, information reports, FCC reports and similar reports, and the making of all payments required thereunder to be made by the Partnership from the Partnership's funds.

[REDACTED]

[REDACTED]

→ (1) represent the Partnership before all governmental authorities with respect to any matter necessary or desirable to the efficient management of the Systems and assure compliance with any requirement applicable to the Partnership under the Systems' franchises and under all local, state, and federal laws, rules and regulations.

[REDACTED]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

PARAGON COMMUNICATIONS
a Partnership

AMERICAN TELEVISION AND
COMMUNICATIONS CORPORATION

By: KBL COMMUNICATIONS, INC.
General Partner

By: Henry J. Gerken
Name: Henry J. Gerken
Title: Senior Vice President

By: William A. Cropper
Name: William A. Cropper
Title: Vice President,
Secretary and
Treasurer

KBLCOM INCORPORATED

By: William A. Cropper
Name: William A. Cropper
Title: Vice President,
Secretary and
Treasurer

023JSPEL/034C06

EXHIBIT B

TAMPA BAY DIVISION

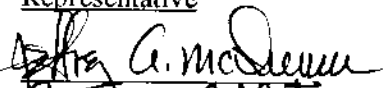
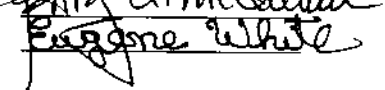
<u>Name(s) of Representative</u>	<u>Title(s) of Representative</u>	<u>Paragon System</u>	<u>Signature of Representative</u>
Jeffrey A. McQuinn	Division President	Tampa Bay Division	
Eugene White	VP, Engineering	Tampa Bay Division	

EXHIBIT B

HILLSBOROUGH COUNTY

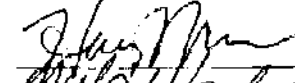
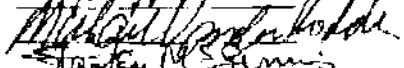

<u>Name(s) of Representative</u>	<u>Title(s) of Representative</u>	<u>Paragon System</u>	<u>Signature of Representative</u>
Harry F. Sheraw	VP, General Manager	Hillsborough County	
Mike Vanderkodde	Technical Operations Manager	Hillsborough County	
Stan McGinnis	Construction Coordinator	Hillsborough County	

EXHIBIT B

MANATEE COUNTY

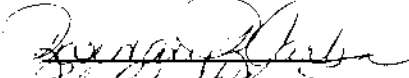
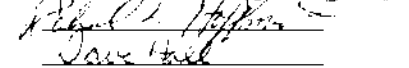
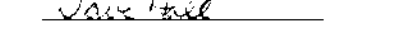
<u>Name(s) of Representative</u>	<u>Title(s) of Representative</u>	<u>Paragon System</u>	<u>Signature of Representative</u>
Rosemary R. Carlson	VP, General Manager	Manatee County	
Rick Hoffmeister	Technical Operations Manager	Manatee County	
Dave Hall	Business Manager	Manatee County	

EXHIBIT B

PINELLAS COUNTY

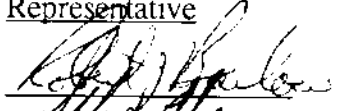

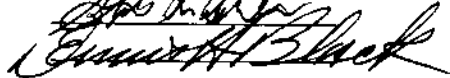

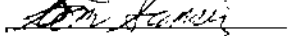
<u>Name(s) of Representative</u>	<u>Title(s) of Representative</u>	<u>Paragon System</u>	<u>Signature of Representative</u>
Robert J. Barlow	VP, General Manager	Pinellas County	
Steve Eichler	Technical Operations Manager	Pinellas County	
Dennis Black	System Engineer	Pinellas County	

EXHIBIT B

POLK COUNTY

<u>Name(s) of Representative</u>	<u>Title(s) of Representative</u>	<u>Paragon System</u>	<u>Signature of Representative</u>
Roger Carroll	Technical Operations Manager	Polk County	
Tom Sansing	Project Manager	Polk County	

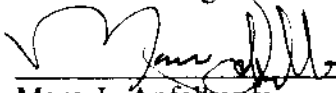
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Paragon Communications, a Colorado general partnership (the "Company"), duly authorized to conduct business in the State of Florida, hereby designates and appoints Stan McGinnis, Construction Coordinator of the Company's Tampa Bay Division, Hillsborough County system, doing business as Paragon Cable, for the purpose of filing, amending, registering, executing, or attesting in the name of the Company any and all forms required by the State of Florida, Department of Transportation, including, without limitation, documents relating to applications for permits and similar documents and all documents relating thereto; granting to the said Stan McGinnis full power of authority to perform all acts necessary for the completion of said purpose.

Dated: June 17, 1994

PARAGON COMMUNICATIONS
a general partnership

By: AMERICAN TELEVISION AND
COMMUNICATIONS CORPORATION,
General Manager

By: 

Marc J. Apfelbaum
Vice President, Associate General Counsel
and Assistant Secretary

STATE OF CONNECTICUT)
) ss: Stamford
COUNTY OF FAIRFIELD)

Subscribed and sworn to before me this 17 day of June, 1994, by Marc J. Apfelbaum, known to me to be Vice President, Associate General Counsel and Assistant Secretary of American Television and Communications Corporation, General Manager of Paragon Communications, who, acting pursuant to the authority vested in him, did acknowledge and confirm before me that the execution of the foregoing Power of Attorney was his free act and deed.

My Commission Expires: 3-31-95



Notary Public

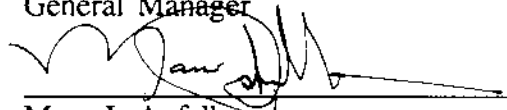
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Paragon Communications, a Colorado general partnership (the "Company"), duly authorized to conduct business in the State of Florida, hereby designates and appoints Mike Vanderkodde, Technical Operations Manager of the Company's Tampa Bay Division, Hillsborough County system, doing business as Paragon Cable, for the purpose of filing, amending, registering, executing, or attesting in the name of the Company any and all forms required by the State of Florida, Department of Transportation, including, without limitation, documents relating to applications for permits and similar documents and all documents relating thereto; granting to the said Mike Vanderkodde full power of authority to perform all acts necessary for the completion of said purpose.

Dated: June 17, 1994

PARAGON COMMUNICATIONS
a general partnership

By: AMERICAN TELEVISION AND
COMMUNICATIONS CORPORATION,
General Manager

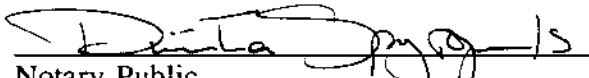
By: 

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Vice President, Associate General Counsel
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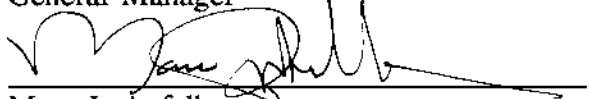
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Paragon Communications, a Colorado general partnership (the "Company"), duly authorized to conduct business in the State of Florida, hereby designates and appoints Dave Hall, Business Manager of the Company's Tampa Bay Division, Manatee County system, doing business as Paragon Cable, for the purpose of filing, amending, registering, executing, or attesting in the name of the Company any and all forms required by the State of Florida, Department of Transportation, including, without limitation, documents relating to applications for permits and similar documents and all documents relating thereto; granting to the said Dave Hall full power of authority to perform all acts necessary for the completion of said purpose.

Dated: June 17, 1994

PARAGON COMMUNICATIONS
a general partnership

By: AMERICAN TELEVISION AND
COMMUNICATIONS CORPORATION,
General Manager

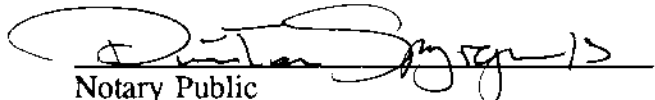
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) ss: Stamford
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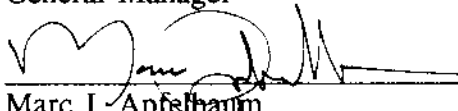
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Paragon Communications, a Colorado general partnership (the "Company"), duly authorized to conduct business in the State of Florida, hereby designates and appoints Dennis Black, System Engineer of the Company's Tampa Bay Division, Pinellas County system, doing business as Paragon Cable, for the purpose of filing, amending, registering, executing, or attesting in the name of the Company any and all forms required by the State of Florida, Department of Transportation, including, without limitation, documents relating to applications for permits and similar documents and all documents relating thereto; granting to the said Dennis Black full power of authority to perform all acts necessary for the completion of said purpose.

Dated: June 17, 1994

PARAGON COMMUNICATIONS
a general partnership

By: AMERICAN TELEVISION AND
COMMUNICATIONS CORPORATION,
General Manager

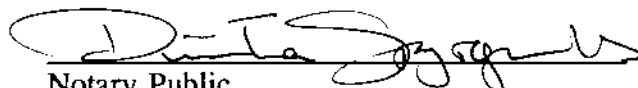
By: 

Marc J. Apfelbaum
Vice President, Associate General Counsel
and Assistant Secretary

STATE OF CONNECTICUT)
) ss: Stamford
COUNTY OF FAIRFIELD)

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My Commission Expires: 3.31.95



Notary Public


POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Paragon Communications, a Colorado general partnership (the "Company"), duly authorized to conduct business in the State of Florida, hereby designates and appoints Steve Eichler, Technical Operations Manager of the Company's Tampa Bay Division, Pinellas County system, doing business as Paragon Cable, for the purpose of filing, amending, registering, executing, or attesting in the name of the Company any and all forms required by the State of Florida, Department of Transportation, including, without limitation, documents relating to applications for permits and similar documents and all documents relating thereto; granting to the said Steve Eichler full power of authority to perform all acts necessary for the completion of said purpose.

Dated: June 17, 1994

PARAGON COMMUNICATIONS
a general partnership

By: AMERICAN TELEVISION AND
COMMUNICATIONS CORPORATION,
General Manager

By: 

Marc J. Apfelbaum
Vice President, Associate General Counsel
and Assistant Secretary

STATE OF CONNECTICUT)
) ss: Stamford
COUNTY OF FAIRFIELD)

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My Commission Expires: 3.31.95



Notary Public

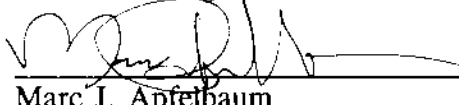
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that Paragon Communications, a Colorado general partnership (the "Company"), duly authorized to conduct business in the State of Florida, hereby designates and appoints Jeffrey A. McQuinn, Division President of the Company's Tampa Bay Division, doing business as Paragon Cable, for the purpose of filing, amending, registering, executing, or attesting in the name of the Company any and all forms required by the State of Florida, Department of Transportation, including, without limitation, documents relating to applications for permits and similar documents and all documents relating thereto; granting to the said Jeffrey A. McQuinn full power of authority to perform all acts necessary for the completion of said purpose.

Dated: June 17, 1994

PARAGON COMMUNICATIONS
a general partnership

By: AMERICAN TELEVISION AND
COMMUNICATIONS CORPORATION,
General Manager

By: 

Marc J. Apfelbaum
Vice President, Associate General Counsel
and Assistant Secretary

STATE OF CONNECTICUT)
) ss: Stamford
COUNTY OF FAIRFIELD)

Subscribed and sworn to before me this 17 day of June, 1994, by Marc J. Apfelbaum, known to me to be Vice President, Associate General Counsel and Assistant Secretary of American Television and Communications Corporation, General Manager of Paragon Communications, who, acting pursuant to the authority vested in him, did acknowledge and confirm before me that the execution of the foregoing Power of Attorney was his free act and deed.

My Commission Expires: 3.31.95



Notary Public



P A R A G O N
C A B L E

April 14, 1994

Mrs. Maia P. Spring
Department of Transportation
Central Office Utilities
605 Suwanee Street
Tallahassee, Florida 32399-0450

Re: Certificate of Incumbency and Authority

Dear Mrs. Spring:

The Tampa Bay Division of Paragon Communications is a 50/50 partnership between Time Warner and Houston Industries and as such does not have a Corporate secretary or seal.

In order to comply with the Certificate of Incumbency and Authority I have completed the form as follows:

- 1) The first blank line is the name of the Tampa Bay Division President, Mr. Jeff McQuinn.
- 2) The second blank line is the Colorado partnership name, Paragon Communications.
- 3) The bottom of the form are the titles of the three (3) representatives authorized for signature for the Tampa Bay Division of Paragon Communications. (dba Paragon Cable)

System Manager

Technical Operations Manager

Construction Manager

In absence of a Corporate Seal, I have notarized the certificate.

Thank you.

Sincerely,

Gene White
Vice President, Engineering
TAMPA BAY DIVISION


GW:dp

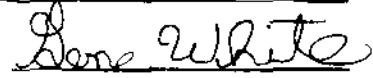
CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, (Jeffrey A. McQuinn), 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 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. (Paragon Communications) 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
_____	System Manager	_____	_____
_____	Technical Operations Manager	_____	_____
_____	Construction Manager	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 14 day of April, 19 94.



 President
 ATTEST: 

STATE OF FLORIDA
 COUNTY OF Pinellas
 Sworn to (or affirmed) and subscribed before me this 14th
 day of April, 19 94
 by Karen White
 PERSONALLY KNOWN TO ME
 PRODUCED AS IDENTIFICATION

 Type of identification

Kathryn M. Host



KATHRYN M. HOST
 My Commission CC334841
 Expires Jun. 22, 1995

RESOLUTION OF THE BOARD OF DIRECTORS

PARAGON COMMUNICATIONS

WHEREAS, THE FLORIDA DEPARTMENT OF TRANSPORTATION (FDOT) has reason (excluding the transfer of title of PARAGON COMMUNICATIONS) *in the signing/issuance* of applications for permits, relocation schedules, reimbursement and other normally recurring transactions, and WHEREAS the FDOT requires CORPORATE SEAL on documents that memorialize the above mentioned recurring transactions unless waived, PLEASE BE ADVISED that a Division President or an Officer of PARAGON COMMUNICATIONS is authorized to transact the above normally recurring business with FDOT, the presence of the Corporate Seal on said documents is hereby waived, and I am authorized to communicate this authority to FDOT.

PARAGON COMMUNICATIONS

BY: 

James P. Cottingham
President,
ATC Holdings II, Inc.,
a General Partner



June 21, 1994

AIRBORNE - 6180443264

Cindy S. Price, Esq.
Department of Transportation
Office of General Counsel
605 Suwannee Street, MS58
Tallahassee, FL 32399-0458

Re: Paragon Communications, Tampa Bay Division

Dear Ms. Price:

Pursuant to several telephone conversations on June 7 and 8, regarding authority for signature on behalf of Paragon Communications, a Colorado general partnership, ("Paragon"), enclosed please find:

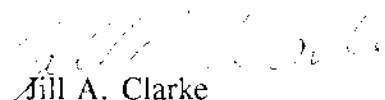
1. Certificate of Incumbency and Authority, executed by American Television and Communications Corporation ("ATC"), General Manager of Paragon, with evidence of authority attached as Exhibit A; and
2. Powers of Attorney executed by ATC on behalf of Paragon designating certain Paragon employees as signatories to file and execute documents required by the Florida Department of Transportation.

I apologize for the delay in providing you with the documents; the logistics with some people in Florida, some in Connecticut and others in Colorado, took longer than expected.

Please let me know if the enclosed documents are acceptable and resolve the problem. If you have any questions, please call me at (800) 888-6823, extension 637.

Thank you very much for your assistance in this matter.

Sincerely,


Jill A. Clarke
Paralegal

cc: Jeff McQuinn (w/enclosures)
Linda Weiler (w/o enclosures)

JCVTWIEPRICE-I.LTR