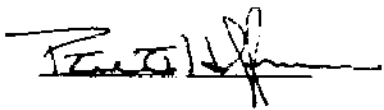



**CERTIFICATE OF INCUMBENCY AND AUTHORITY**

I, Roger A. Seltzer, 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. Rifkin Cable Income Partners, L.P. 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.

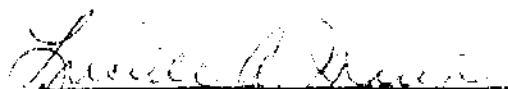
| NAME(S) OF REPRESENTATIVE | TITLE(S) OF REPRESENTATIVE | POSITION(S) OF REPRESENTATIVE | SIGNATURE(S) OF REPRESENTATIVE |
|---------------------------|----------------------------|-------------------------------|--------------------------------|
|---------------------------|----------------------------|-------------------------------|--------------------------------|

|                         |                        |  |   |
|-------------------------|------------------------|--|---|
| <u>Paul A. Hoffmann</u> | <u>General Manager</u> |  |  |
|-------------------------|------------------------|--|---|

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation ~~this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_~~ which is the General Partner of Rifkin Cable Income Partners, L.P., this 30<sup>th</sup> day of OCTOBER, 1991.

Signature:   
 Roger A. Seltzer

Title: Vice President of the General Partner

Attest:   
 Lucille A. Mann, Asst. Secretary