

SECRETARY'S CERTIFICATE

STATE OF COLORADO )  
 ) ss:  
COUNTY OF ARAPAHOE )

Terrel E. Davis, being duly sworn, states as follows:

1. That I am the duly elected, qualified and acting Secretary of TCID of Florida, Inc. and Atlantic Cablevision of Florida, Inc., partners of TCI Cablevision of Pasco County ("Partnership");
2. That as such Secretary, I have access to the books and records of the Partnership;
3. That the following resolutions set forth below were duly adopted by the Board of Directors of the partners of the Partnership by unanimous written consent in lieu of a special meeting of such Board of Directors on September 27, 1993, and that the same have not since been modified, amended or repealed and are still set in full force and effect as of the date hereof:

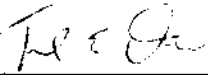
**RESOLVED**, that the resolution adopted on February 25, 1991 relating to authorization to apply for construction permits with the State of Florida is hereby rescinded.

**RESOLVED**, that persons holding the title Construction Supervisor, Area Manager, Area Engineer and Construction Manager, be and they hereby are, authorized and empowered, for and on behalf of the corporation, to apply to the State of Florida for construction permits, to prepare and execute and deliver all required documents, and to take such other and additional actions as they, or any one of them, may deem necessary or appropriate to carry out the purpose and intent of this resolution.

**BE IT FURTHER RESOLVED**, that TCID of Florida, Inc. and Atlantic Cablevision of Florida, Inc., as partners in TCI Cablevision of Pasco County, hereby waive their corporate seals on all documents filed with the State of Florida, Department of Transportation relating to construction permits, and agrees to be bound as fully as if the corporate seals were affixed.

5. Further, Affiant sayeth naught.

Date: September 28, 1993

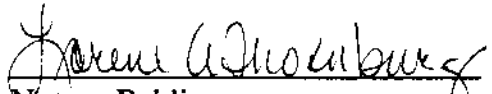
  
\_\_\_\_\_  
Terrel E. Davis

[Corporate Seal]

**SUBSCRIBED AND SWORN TO** before me this 28<sup>th</sup> day of September, 1993 by Terrel E. Davis, as Secretary of TCID of Florida, Inc., a Florida corporation and Atlantic Cablevision of Florida, Inc., a Florida corporation.

**WITNESS** my hand and official seal.

My Commission expires: 10/11/97

  
\_\_\_\_\_  
Notary Public lat/seccert.fl4

SECRETARY'S CERTIFICATE

STATE OF COLORADO )  
 ) ss:  
COUNTY OF ARAPAHOE )

Terrel E. Davis, being duly sworn, states as follows:

1. That I am the duly elected, qualified and acting Secretary of TCI Cablevision of Pinellas County, Inc.;
2. That as such Secretary, I have access to the books and records of the Corporation;
3. That the following resolutions set forth below were duly adopted by the Board of Directors of the Corporation by unanimous written consent in lieu of a special meeting of such Board of Directors on September 27, 1993, and that the same have not since been modified, amended or repealed and are still set in full force and effect as of the date hereof:

**RESOLVED**, that the resolution adopted on February 25, 1991 relating to authorization to apply for construction permits with the State of Florida is hereby rescinded.

**RESOLVED**, that persons holding the title Construction Supervisor, Area Manager, Area Engineer and Construction Manager, be and they hereby are, authorized and empowered, for and on behalf of the corporation, to apply to the State of Florida for construction permits, to prepare and execute and deliver all required documents, and to take such other and additional actions as they, or any one of them, may deem necessary or appropriate to carry out the purpose and intent of this resolution.

**BE IT FURTHER RESOLVED**, that TCI Cablevision of Pinellas County, Inc. hereby waives its corporate seal on all documents filed with the State of Florida, Department of Transportation relating to construction permits, and it agrees to be bound as fully as if the corporate seal were affixed.

5. Further, Affiant sayeth naught.

Date: September 28, 1993

Terrel E. Davis  
Terrel E. Davis

[Corporate Seal]

**SUBSCRIBED AND SWORN TO** before me this 28<sup>th</sup> day of September, 1993 by Terrel E. Davis, as Secretary of TCI Cablevision of Pinellas County, Inc., a Florida corporation.

**WITNESS** my hand and official seal.

[Signature]  
Notary Public

My Commission expires: 10/11/97

MEMORANDUM

**TELE-COMMUNICATIONS, INC.**

To: Marvin L. Rogers

From: Lorene Thornburg (W)

Date: September 28, 1993

Subject: Secretary's Certificates for TCID of Florida, Inc. and Atlantic Cablevision of Florida, Inc., the partners of TCI Cablevision of Pasco County, and TCI Cablevision of Pinellas County, Inc.

RECEIVED  
SEP 29 1993  
Roadway Design Office

Marvin,

As promised, enclosed are three original Secretary's Certificates for each of the entities listed above. I also enclose the Florida Department of Transportation documents which needed to have the corporate seal placed on them.

You will note that the corporate seal for all of the entities is simply an embossed seal with the word "Seal" on it. If that is questioned, tell them that the Board of Directors of each of the corporations unanimously adopted it in the corporate bylaws as the corporate seal for each of the three entities. If they need to see a Secretary's Certificate for that, too, let me know and I'll be happy to do one. I sure hope they take your word for it!! 😊

Please do not hesitate to call if I can be of further assistance. I'm at 303/267-4832.