
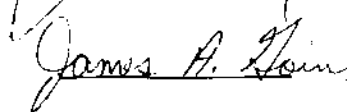



CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, (Terrel E. Davis), 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 futher 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, recision 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*. (TCL OF NORTHERN NEW JERSEY, 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 corporative action or resolution to this effect.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>James G. Foody</u>	<u>General Manager</u>	_____	
<u>James A. Goins</u>	<u>Technical Operations Manager</u>	_____	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 31st day of January, 19 94.

(Terrel E. Davis)
Terrel E. Davis
(Secretary)

ATTEST: 
Assistant Secretary

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 of Northern New Jersey, Inc.;
2. That as such Secretary, I have access to the books and records of the Corporation;
3. That the Corporation was formerly known as Micro-Cable Communications Corp., whose name was changed to TCI of Northern New Jersey, Inc., effective January 19, 1993; and
4. That the following resolutions set forth below were duly adopted by the Sole Shareholder of the Corporation by unanimous written consent in lieu of a special meeting of such Sole Shareholder on August 12, 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 James G. Foody, General Manager and James A. Goins, Technical Operations 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 of Northern New Jersey, 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.

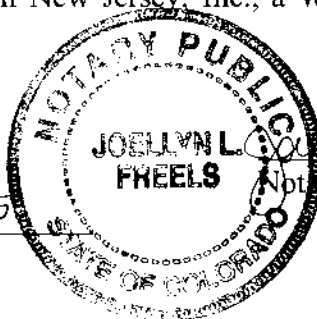
Date: January 31, 1994

Terrel E. Davis (with signature)

{Corporate Seal}

SUBSCRIBED AND SWORN TO before me this 18th day of February, 1994 by Terrel E. Davis, as Secretary of TCI of Northern New Jersey, Inc., a Washington corporation.

WITNESS my hand and official seal.


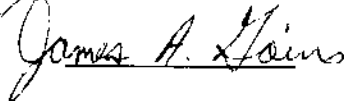


Joellyn L. Freels (with signature)


My Commission expires: 6/20/95


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<u>James A. Goins</u>	<u>Technical Operations Manager</u>	_____	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 31st day of January, 1994.


Terrel E. Davis
 Secretary

ATTEST: 
 Assistant Secretary

SECRETARY'S CERTIFICATE

STATE OF COLORADO)
) ss:
COUNTY OF ARAPAHOE)

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Date: January 31, 1994

Terrel E. Davis (with signature)

[Corporate Seal]

SUBSCRIBED AND SWORN TO before me this 18th day of February 1994 by Terrel E. Davis, as Secretary of TCI of Northern New Jersey, Inc., a Washington corporation.

WITNESS my hand and official seal.

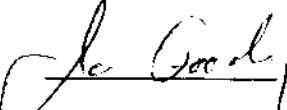
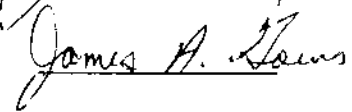


Joellyn L. Freels (with signature)
Notary Public

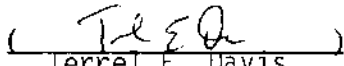
My Commission expires: 6/20/95


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Terrel E. Davis
 Secretary

ATTEST: 
 Assistant Secretary

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- 5. Further, Affiant sayeth naught.

Date: January 31, 1994

Terrel E. Davis
Terrel E. Davis

[Corporate Seal]

SUBSCRIBED AND SWORN TO before me this ^{18th} ~~12th~~ day of ^{February} ~~August~~, 1994 by Terrel E. Davis, as Secretary of TCI of Northern New Jersey, Inc., a Washington corporation.

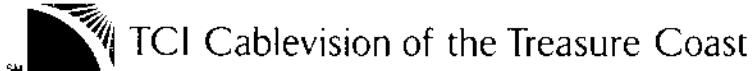
WITNESS my hand and official seal.

My Commission expires:

6/20/95



lat/seccert.nj1



March 14, 1994

State Utility Engineer
Florida Department of Transportation
Mail Station 32
605 Suwannee Street
Tallahassee, FL 32399-0450

Dear Sir:

Enclosed are three signed originals of Certificate of Incumbency and Authority executed by our corporate office to waive the requirements for company seal on documents for the D.O.T.

If you should have any questions, please let us know.

Sincerely,

A handwritten signature in cursive script, appearing to read "Barbara H. Martin".

Barbara H. Martin

/bhm

Enclosures: 3

605 1/2m Street
Post Office Box 1730
Tallahassee, FL 32399-0450
Tel: 904/304
FAX: 904/304

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