

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Richard M. Schorr, 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. (Telesat Cablevision, 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>Bob Twilley</u>	<u>Tech. ops. Mgr</u>	<u>Tech. ops. Mgr</u>	<u>Bob Twilley</u>
<u>ELIZABETH BECKER</u>	<u>CONSTRUCTION MGR</u>	<u>CONSTRUCTION MGR</u>	<u>Elizabeth Beck</u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 2nd day of JANUARY, 1991.

Richard M. Schorr
(Signature)
Vice President & Controller
(Title)

ATTEST: Andrea M. ...

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**Telesat
Cablevision, Inc.**
an FPL Group company

WRITTEN UNANIMOUS CONSENT TO
CORPORATE ACTION BY THE
BOARD OF DIRECTORS OF
TELESAT CABLEVISION, INC.

The undersigned, constituting all the directors of TELESAT CABLEVISION, INC., a Florida Corporation (the "Corporation"), acting pursuant to the provisions of Section 607.134 of the Florida General Corporation Act, do hereby take the following actions in lieu of taking the same at a meeting of the Board of Directors of the Corporation:

WHEREAS, the Corporation files numerous Utility Permits, in compliance with Chapter 338, Florida Statutes, with the State of Florida Department of Transportation ("Florida DOT"); and

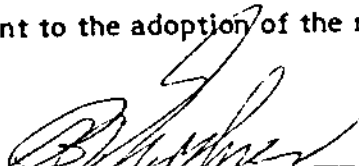
WHEREAS, the rules and regulations of the Florida DOT require that each Utility Permit be sealed with the Corporate Seal, except in those instances where an example of the Corporate Seal is on file with the General Counsel of the Florida DOT together with a resolution by the Board of Directors of the Corporation stating that a waiver of the Corporate Seal will be honored by the Corporation; and

WHEREAS, such waiver on behalf of the Corporation would provide a benefit to the Corporation in the ease of filing such permits; it is

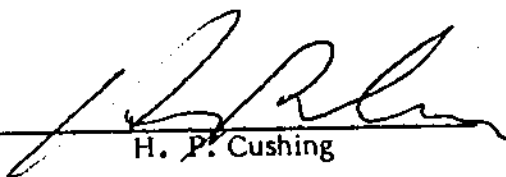
RESOLVED, that the Secretary be directed to place on file with the Florida DOT these resolutions, which shall bear the impression of the Corporate Seal; and further

RESOLVED, that such example together with these resolutions be taken as evidence that this Board approves and the Corporation will honor the waiver of Corporate Seal on Utility Permits as provided by the Florida DOT rules and regulations.


IN WITNESS WHEREOF, the undersigned, being all the directors of the Corporation, have affixed their signatures hereunto in acknowledgement of their consent and agreement to the adoption of the resolutions hereinabove set forth.




R. J. Gardner



H. P. Cushing



J. L. Howard

ATTEST: 
Astrid Pfeiffer

DATE: March 4, 1987

SEAL