

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Lowell A. Hedlund, 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.

Warner Cable Comm., 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>Bob Garner</u>	<u>General MGR.</u>		<u>[Signature]</u>
<u>James T. Davis</u>	<u>Senior Vice President</u>		<u>James T. Davis</u>
<u>Gary R. Boles</u>	<u>Vice President Operations</u>		<u>Gary R. Boles</u>
<u>Chris Graviss</u>	<u>Tech.OPS.MGR.</u>		<u>Chris Graviss</u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 28 day of May, 1991.

Signature: [Signature]

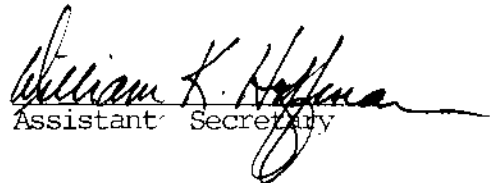
Title: Asst Secretary

Attest: _____

SECRETARY'S CERTIFICATE

I, William K. Hoffman, Assistant Secretary of Warner Anex Cable Communications Inc., an Illinois corporation (the "Corporation"), hereby certify that Frank Nowaczek is a Senior Vice President of the Corporation and, in accordance with the By-Laws, is authorized to execute agreements on behalf of the Corporation, including, but not limited to, the Utility Permits with the State of Florida Department of Transportation with respect to this Corporation's construction, operation and maintenance of a cable television system along State roads and any other documents, agreements and forms which may be required to effectuate such transaction.

Dated: March 4, 1982


Assistant Secretary