CERTIFICATE AS TO ADOPTION OF RESOLUTION BY BOARD OF DIRECTORS

I, Donald Grauer, Secretary of Micanopy Cable T.V., Inc., a Florida Corporation, hereby certify that the following resolution was adopted at a duly constituted meeting of the Board of Directors of Micanopy Cable T.V., Inc., on the 25th day of September, 1968, and that said Resolution is in full force and effect and has not been revoked.

WHEREAS, Micanopy Cable T.V., Inc., submits applications for utility permits from the State Road Department of the State of Florida on a regular basis; and
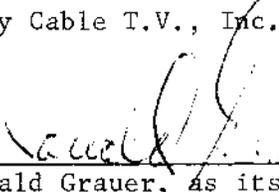
WHEREAS, William D. Rochon, as an employee of Micanopy, has been given responsibility for said applications;

BE IT RESOLVED that William D. Rochon is hereby authorized to execute utility permits and any documents incident thereto on behalf of Micanopy Cable T.V., Inc.

IN WITNESS WHEREOF, I have hereto affixed my signature and attached the Seal of the company this 25th day of September, 1968.

Micanopy Cable T.V., Inc.

(Corporate Seal)

By: _____
Donald Grauer, as its Secretary

MICANOPY GROUP COMPANIES

CABLE TV

Alachua, Florida 32615

DENNIS J. McGILLICUDDY
GENERAL COUNSEL
P. O. BOX 968

November 8, 1968

PHONE 904-462-2499
24 HOUR SERVICE
904-372-7641

State Road Department
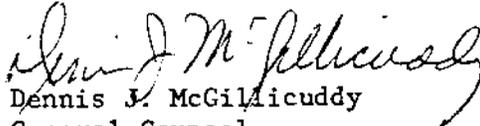Tallahassee, Florida

Attention: Legal Department

Gentlemen:

Enclosed please find Certificates of Adoption of Resolution by Micanopy Cable T.V., Inc., Madison Cable T.V., Inc., and Apalachee Cable T.V., Inc., which specify the authorization of William D. Rochon to execute utility permits on behalf of these companies.

Also enclosed are Certificates of Adoption of Resolution by Micanopy Cable T.V., Inc., and Madison Cable T.V., Inc., which set forth the authority of Richard Zucker to execute utility permits on behalf of these two companies, such authority covering permits filed between June 1, 1968, and September 25, 1968.

Sincerely yours,

Dennis J. McGillicuddy
General Counsel

pd

Encs.