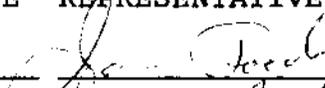
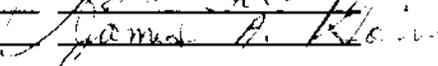


CERTIFICATE OF INCUMBENCY AND AUTHORITY

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 there with 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, 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. MICRO-CABLE COMMUNICATIONS CORP. 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.

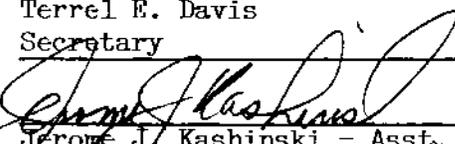
NAME(S) OF REPRESENTATIVE	TITLE OF REPRESENTATIVE	POSITION OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
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<u>James G. Foody</u>	<u>General Manager</u>	_____	
<u>James Goins</u>	<u>Chief Engineer</u>	_____	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation ~~which is the General Partner~~ of MICRO-CABLE COMMUNICATIONS CORP. , this 14th day of May 1992

Signature: 
Terrel E. Davis

Title: Secretary

Attest: 
Jerome J. Kashinski - Asst. Secretary

Certificate Of Incumbency and Authority
Page 2 of 2

STATE OF COLORADO
COUNTY OF ARAPAHOE

BEFORE ME, the undersigned authority, this day personally appeared
Terrel E. Davis to me well known and known to me
to be the Corporate Secretary of Micro-Cable Communications Corp.
and who executed the foregoing instrument for the purposes therein mentioned
and affixed thereto the official seal of said Corporation.

WITNESS MY HAND AND OFFICIAL SEAL this 21st day of May, 1992.

Jellyn L. Humphrey
Notary Public

(Notary Seal)

My Commission Expires:

6/20/95

SECRETARY'S CERTIFICATE

STATE OF COLORADO)
) ss
CITY AND COUNTY OF DENVER)

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

1. That I am the duly elected, qualified and acting Secretary of Micro-Cable Communications Corp. ("Corporation");
2. That as such Secretary, I have access to the books and records of the Corporation;
3. That the resolutions set forth below were duly adopted by the Board of Directors of the Corporation at a meeting of such Board of Directors on May 1, 1992, and that the same have not since been modified, amended or repealed and are still in full force and effect as of the date hereof:

RESOLVED, that James G. Foody, General Manager and James Goins, Chief Engineer, be and they hereby are authorized and empowered, for and on behalf of the 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 bylaws or any loan agreement, indenture or contract to which the Corporation is a party or by which it is bound. Further, the foregoing authority shall remain in full force and effect, and said Department of Transportation, State of Florida shall be entitled to rely upon same, until written notice of the modification, recision 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 of written notice of said modification, recision or revocation.

[CORPORATE SEAL]



Terrel E. Davis

 Terrel E. Davis, Secretary

SUBSCRIBED AND SWORN to before me this 21st day of May, 1992.

Witness my hand and official seal.



Gellyn D. Dumphrey
Notary Public

My commission expires:

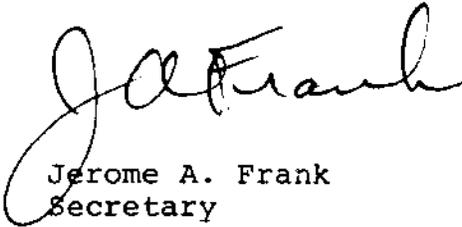
6/20/95

MICRO-CABLE COMMUNICATIONS CORP.

WAIVER

To Whom It May Concern:

I hereby certify that Micro-Cable Communications Corp. (d/b/a Florida Cablevision) has waived the requirement for a corporate seal and attestation by the Secretary on permit issued by the State of Florida Department of Transportation.


Jerome A. Frank
Secretary

Corporate Seal

5/2/80 attested

USE ONLY



UA-COLUMBIA CABLEVISION, Inc. • 26 West Concho • San Angelo, Texas 76903 • 915-655-0634

JERRY CRANFORD
Vice President

February 5, 1982

Florida Dept. of Transportation
Mail Station 58
605 Suwannee St.
Burns Building
Tallahassee, Florida 32301

TO WHOM IT MAY CONCERN:

This letter is your authorization to accept the signature of our General Manager, Billy Crosby, of Florida Cablevision on the necessary permits for operation of our cable system.

We also give you authorization to waiver our Micro-Cable Communications Corp dba Florida Cablevision company seal as shown below.

Sincerely,

A handwritten signature in cursive script that reads "Jerry Cranford". The signature is written in dark ink and is positioned above the typed name and title.

Jerry Cranford
Vice President

JC:ph

The above-referenced Company seal will not be required on permits signed by Mr. Billy Crosby.

A handwritten signature in cursive script that reads "Frank H. King". The signature is written in dark ink and is positioned above the typed name and title.

Frank H. King, Attorney
Department of Transportation