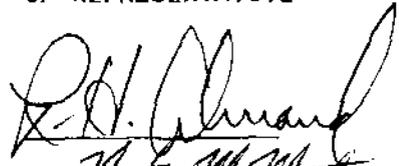
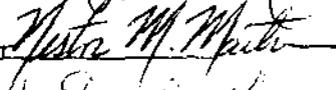
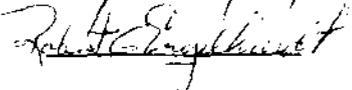


CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Robert G. Engelhardt, 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 rely 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.

Palmer Communications Incorporated 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>Richard H. Almand</u>	<u>General Manager</u>	<u>General Manager</u>	
<u>Nestor Martin</u>	<u>Construction Manager</u>	<u>Construction Manager</u>	
<u>Robert G. Engelhardt</u>	<u>Exec. Vice President &amp; Secretary</u>	<u>Executive Vice President &amp; Secretary</u>	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 18th day of March, 1992.

  
Corporate Secretary

Corporate Seal

Certificate Of Incumbency And Authority  
Page 2 of 2

STATE OF FLORIDA  
COUNTY OF

BEFORE ME, the undersigned authority, this day personally appeared Robert G. Engelhardt to me well known and known to me to be the Corporate Secretary of Palmer Communications Incorporated, 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 18th day of March, 1992.

*Linda B. Withey*  
Notary Public

(Notary Seal)

STATE OF FLORIDA  
NOTARY COMMISSION EXPIRES JUN 2, 1996

My Commission Expires

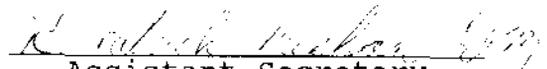
CERTIFIED COPY OF CORPORATE RESOLUTION

I, K. Patrick Meehan, do hereby certify that I am the duly elected and acting Assistant Secretary of Palmer Communciations Incorporated, a corporation organized and existing under and, by virtue of the laws of the State of Delaware, that as such officer I have charge and custody of the Corporate records and seal of said Corporation; that the following is a true and correct copy of the Resolution regularly presented to and duly adopted by the Board of Directors of said Corporation.

RESOLVED, that the Corporation hereby waives the affixing of its corporate seal on all documents signed by Robert Engelhardt, Richard Almand, or Nestor Martin with the Department of Transportation of the State of Florida and agrees to be fully bound by any and all such documents signed by such individuals without affixation of the corporate seal.

WITNESS my hand and the seal of said corporation this March 18, 1992.

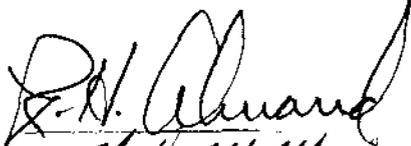
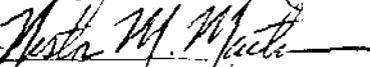
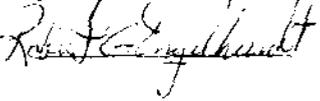
(Corporate Seal Affixed)

  
Assistant Secretary

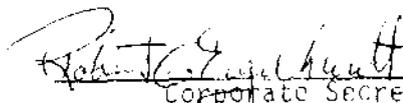
CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Robert G. Engelhardt, 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 rely 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.

Palmer Communications Incorporated 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>Richard H. Almand</u>	<u>General Manager</u>	<u>General Manager</u>	
<u>Nestor Martin</u>	<u>Construction Manager</u>	<u>Construction Manager</u>	
<u>Robert G. Engelhardt</u>	<u>Exec. Vice President &amp; Secretary</u>	<u>Executive Vice President &amp; Secretary</u>	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 18th day of March, 1992.

  
Corporate Secretary

Corporate Seal

Certificate Of Incumbency And Authority  
Page 2 of 2

STATE OF FLORIDA  
COUNTY OF

BEFORE ME, the undersigned authority, this day personally appeared Robert G. Engelhardt to me well known and known to me to be the Corporate Secretary of Palmer Communications Incorporated, 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 18th day of March, 1992.

*Linda B. Withey*  
Notary Public

(Notary Seal)

NOTARY PUBLIC - FLORIDA  
MY COMMISSION EXPIRES JUNE 2, 1995

My Commission Expires

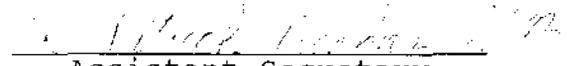
CERTIFIED COPY OF CORPORATE RESOLUTION

I, K. Patrick Meehan, do hereby certify that I am the duly elected and acting Assistant Secretary of Palmer Communciations Incorporated, a corporation organized and existing under and, by virtue of the laws of the State of Delaware, that as such officer I have charge and custody of the Corporate records and seal of said Corporation; that the following is a true and correct copy of the Resolution regularly presented to and duly adopted by the Board of Directors of said Corporation.

RESOLVED, that the Corporation hereby waives the affixing of its corporate seal on all documents signed by Robert Engelhardt, Richard Almand, or Nestor Martin with the Department of Transportation of the State of Florida and agrees to be fully bound by any and all such documents signed by such individuals without affixation of the corporate seal.

WITNESS my hand and the seal of said corporation this March 18, 1992.

(Corporate Seal Affixed)

  
Assistant Secretary

**Palmer Cable Vision**



*file  
covered and  
sealed*

March 24, 1992

Mr. Sunny J. DeCoster, Sr.  
Florida Department of Transportation  
801 North Broadway  
Bartow, Florida 33830

RE: Certificate of Incumbency and Authority

Dear Mr. DeCoster:

Please find two original copies of the Certificate of Incumbency and Authority signed, witnessed and sealed as you have requested. In addition, please find a certified copy of Corporate Resolution as required.

If I can be of any additional assistance to you regarding this matter, please do not hesitate to call me.

Sincerely,

*Nestor M. Martin*

Nestor M. Martin  
Construction Manager

NMM/csi

Enclosures