

RESOLUTION 89-11

WHERE AS, Mickelson Media, Inc. (MMI) is the valid and lawfull holder of a Cable Television franchise for the county of Nassau and (hereinafter the "Cable TV Franchise");

WHERE AS, the shareholder of MMI have agreed to sell all of MMI's issued and outstanding stock to Century New Mexico Cable Television Corp., a Delaware Corporation, an indirect wholly-owned subsidiary of its parent, Century Communication Corporation, a Texas corporation, or another subsidiary of said parent or a general partnership of which it or a wholly-owned subsidiary of said parent is a general partner (collectively "Century"); and

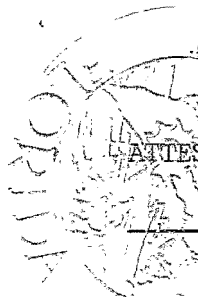
WHERE AS, the cable TV franchise requires that the governing body of Nassau County grant its consent to the transfer of control of the franchisee prior to any such transfer.

NOW, THEREFORE, BE IT RESOLVED BY THE Board of County Commissioners of Nassau County, Florida and the Board of County Commissioners of Nassau County, Florida as follows:

- I. Consent is hereby given to the transfer of control of MMI to Century, effective upon the closing of the sale of stock between the current share holder of MMI and Century. Century shall notify the county of the closing promptly thereafter.
- II. Effective upon and concurrent with the transfer of MMI stock to Century, the county hereby acknowledges that MMI shall continue as the holder of all rights under the cable TV franchise, which shall remain in full force and effect and in good standing in all respects in accordance with its terms.

Past, adopted and approved this 15th day of November, 1988.

James E. Estroff
Chairman, Board of Board of County Commissioners of
the county of Nassau County, Florida



[Signature]
Nassau County, Clerk

I hereby certify that the force going constitutes a true and complete copy of a resolution duly adopted by the Board of County Commissioners of the County of Nassau, at a (regular, special) meeting held on November 15, 1988, at which all (alderman, trustee) were present, except _____.

And I further certify that Commissioner Claxton moved for adoption of said resolution and that Commissioner Blackwelder seconded said motion.

RESOLUTION ADOPTED November 15, 1988



NASSAU COUNTY CLERK