

CONSENT AGREEMENT

FOR AND IN CONSIDERATION of the Town of Golden Beach, Florida, approving the transfer and assignment by UltraCom of Dade County, Inc. to Rifkin/Narragansett South Florida CATV Limited Partnership as set forth in Town of Golden Beach Resolution No. 411-88, adopted February 16, 1988, of the cable television franchise as set forth in Town of Golden Beach Ordinance No. 236, dated June 15, 1982, the undersigned hereby agrees as follows:

1. That the undersigned does hereby agree in writing with the Town of Golden Beach to become responsible for the full performance of all the conditions, liabilities, covenants and obligations concerning the aforementioned cable television franchise contained in the aforementioned Ordinance.
2. That said transfer and assignment and this Consent Agreement shall become effective as of the date hereof.

DATED: April 20, 1988.

RIFKIN/NARRAGANSETT SOUTH FLORIDA
CATV LIMITED PARTNERSHIP

By: its General Partner,
R/N SOUTH FLORIDA CABLE
MANAGEMENT LIMITED PARTNERSHIP

By: its General Partner,
RIFKIN/NARRAGANSETT SOUTH
FLORIDA CABLE MANAGEMENT CORP.

By: *Raymond A. Smith*
Title Co-Chairman