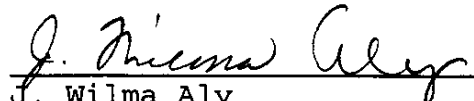


CERTIFICATE OF INCUMBENCY AND AUTHORITY

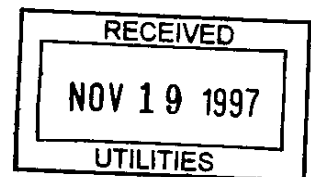
I, J. Wilma Aly, Assistant Secretary of GTE FLORIDA INCORPORATED, a Florida corporation ("Corporation") do hereby certify that the holder of each job title appearing in the attached resolutions of the Board of Directors effective September 4, 1997, and amended October 23, 1997, is a qualified and acting representative of said Corporation on the date of this Certificate; that the representatives are duly authorized for and on behalf of said Corporation to execute any and all documents, agreements and instruments entered into with the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, 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 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 of written notice of said modification, rescission, or revocation. By acceptance of this Certificate of Incumbency and Authority, the said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA hereby waives the corporate seal on all documents signed by any representative, and agrees to be bound as fully as if the corporate seal were affixed. Attached is a certified resolution to this effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 5th day of November, 1997.



J. Wilma Aly
Assistant Secretary
GTE Florida Incorporated

Corporate Seal



GTE FLORIDA INCORPORATED

I, J. Wilma Aly, Assistant Secretary of GTE Florida Incorporated, do hereby certify that the following resolutions are a true and correct copy of resolutions duly adopted on September 4, 1997, and amended October 23, 1997, by Unanimous Consent of the Board of Directors of GTE Florida Incorporated.

RESOLVED, that the resolutions adopted by the Board of Directors on October 30, 1996, regarding the signature authority on behalf of GTE Florida Incorporated with the Department of Transportation, State of Florida, be and hereby are rescinded; and be it

RESOLVED FURTHER, that the following GTE Florida Incorporated titles have signature authority with the Department of Transportation, State of Florida as stated below.

UTILITY PERMITS

Project Designer-Access Design
Senior Designer-Access Design
Section Manager-Access Design & Construction
Manager-Access Design & Construction
General Manager-Infrastructure Provisioning
President

UTILITY RELOCATION SCHEDULES

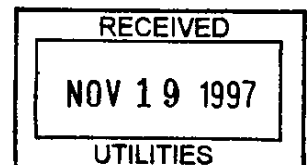
Project Designer-Access Design
Senior Designer-Access Design
Section Manager-Access Design & Construction
Manager-Access Design & Construction
General Manager-Infrastructure Provisioning
President

UTILITY PLANNING AND TECHNICAL PROVISION

Project Designer-Access Design
Section Manager-Access Design & Construction
Manager-Access Design & Construction
General Manager-Infrastructure Provisioning
President

UTILITY AGREEMENTS (REIMBURSABLE)

✓ Project Designer-Access Design
Section Manager-Access Design & Construction
Manager-Access Design & Construction
General Manager-Infrastructure Provisioning
President

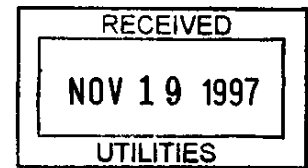


GTE FLORIDA INCORPORATED

Peter A. Daks	President
John C. Appel	Executive Vice President- Network Operations
Gerald K. Dinsmore	Senior Vice President-Finance and Planning
Richard M. Cahill	Vice President-General Counsel
Richard L. Schaulin	Vice President-Human Resources
Larry J. Sparrow	Vice President-Carrier Markets
Robert G. McCoy	Vice President-Retail Markets
Mary Beth Bardin	Vice President-Public Affairs
Brad M. Krall	Vice President-Centralized Operations
Barry W. Paulson	Vice President-Network Operations Planning & Support
William M. Edwards, III	Vice President-Controller
Charles J. Somes	Secretary
Gregory D. Jacobson	Treasurer
J. Wilma Aly	Assistant Secretary
Londa Perrett	Assistant Secretary
Teresa A. Scobie	Assistant Secretary
Leslie R. Stein	Assistant Secretary
Anthony P. Gillman	Assistant Secretary
J. Wilma Aly	Assistant Treasurer
Robert G. Deter	Assistant Treasurer
Brian Callahan	Assistant Treasurer
Jan L. Deur	Assistant Treasurer
Ronald B. Spring	Assistant Treasurer
Brian W. McCormick	Assistant Treasurer
Thomas N. Tiscione	Assistant Controller ✓
Jack L. Millisor	Assistant Controller
Stephen L. Shore	Assistant Controller
Brian W. McCormick	Assistant Controller

Ministerial Officers

Peter K. Plaut	Vice President
Charles J. Somes	Vice President
Gregory D. Jacobson	Vice President
Marceil Morrell	Vice President
James D. Bennett	Vice President
Karen M. Pogmore	Vice President
Donald W. McLeod	Vice President
Rita J. Stephenson	Vice President-Coastal Division
Charles V. Monaghan, Jr.	Vice President-Inland Division



UTILITY AGREEMENTS (NONREIMBURSABLE)

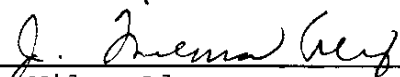
Project Designer-Access Design
Section Manager-Access Design & Construction
Manager-Access Design & Construction
General Manager-Infrastructure Provisioning
President

SUBORDINATION OF UTILITY INTEREST

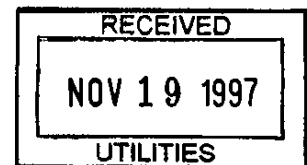
Section Manager-Access Design & Construction
Manager-Access Design & Construction
General Manager-Infrastructure Provisioning
President

I DO FURTHER CERTIFY that said resolutions have not been in otherwise amended, annulled, rescinded or revoked, and that the same and each part thereof is still in force and effect.

WITNESS my hand this 5th day of November, 1997.



J. Wilma Aly
Assistant Secretary



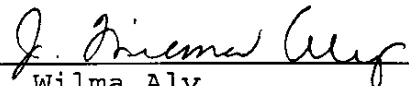
GTE FLORIDA INCORPORATED

Incumbency Certificate

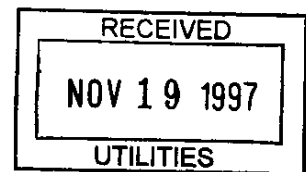
I, J. WILMA ALY, Assistant Secretary of GTE FLORIDA INCORPORATED, a Florida corporation, DO HEREBY CERTIFY that the persons named on the attached list of officers occupy the office in said Corporation set at the right of their respective names.

I FURTHER CERTIFY that the named persons were duly elected to the designated offices by the Board of Directors of said Corporation, they are duly qualified, and on the date shown below are the occupants of such offices with all of the powers and duties normally associated with said offices.

WITNESS my hand this 5th day of November, 1997.



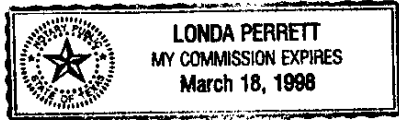
J. Wilma Aly
Assistant Secretary



STATE OF TEXAS)
)
COUNTY OF DALLAS)

BEFORE ME, the undersigned authority, this day personally appeared J. Wilma Aly, to me known and known to me to be the Assistant Secretary of GTE FLORIDA INCORPORATED, a Florida corporation, and who executed the foregoing instrument for the purposes therein stated and affixed thereto the official seal of said Corporation.

WITNESS MY HAND AND OFFICIAL SEAL, this 5th day of November, 1997.



Londa Perrett

Notary Public, State of Texas

