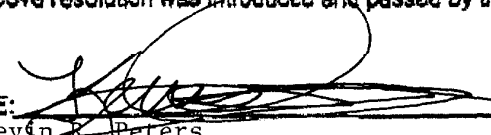
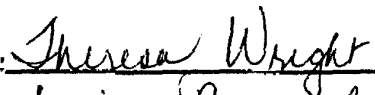




Name of Representative <small>(If by NAME Please Type or Print approved names)</small>	Title of Representative <small>(If by TITLE Please Type or Print approved titles)</small>	Approved to Sign <small>(Please check or specify type below)</small>		
		All	Permits	Specified Document

ON MOTION of \_\_\_\_\_, seconded by \_\_\_\_\_  
 the above resolution was introduced and passed by the UAO on the \_\_\_\_\_ day of \_\_\_\_\_, 199\_.

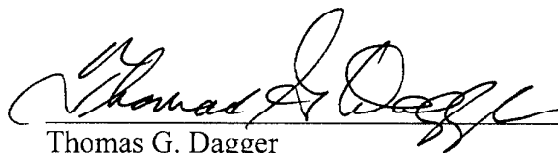
NAME:   
 Kevin E. Peters  
 Title: Vice President - Operations

ATTEST:   
 Title: Senior Paralegal

**OFFICER'S CERTIFICATE**

The undersigned, the duly authorized Vice President and General Counsel of TCG South Florida, a New York general partnership (the "Company"), does hereby certify that the Company is wholly owned by AT&T Corp., and Kevin Peters, Vice President – Operations, is authorized to execute and deliver on behalf of the Company, and to bind the Company to the terms and conditions set forth in, that certain proposed Utility Master Agreement between the Company and State of Florida Department of Transportation.

Dated this 2nd day of February, 2000



Thomas G. Dagger  
Vice President and General Counsel

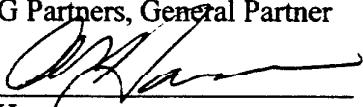
## TCG SOUTH FLORIDA

TCG Partners, General Partner of TCG South Florida, a New York partnership, desiring to appoint officers of TCG South Florida pursuant to Section 3.2 (a) of the TCG South Florida partnership agreement dated January 1, 1995, hereby appoints each of the following persons to the offices set forth opposite his or her name to serve in that capacity until his successor in each such office is appointed:

<u>Name</u>	<u>Office(s)</u>
Al Hansen	President
John Fischer	Vice-President-Engineering
Kevin Peters	Vice-President-Operations
Tom Dagger	Vice-President and General Counsel
S.M. Brazzell	Vice-President-Real Estate
E.M. Dwyer	Treasurer
E.A. Harris	Assistant Treasurer
J. Dionne	Chief Financial Officer
R.S. Feit	Secretary
Christopher Vrana	Assistant Secretary-Real Estate
George Foss	Assistant Secretary-Real Estate
James Li	Assistant Secretary-Treasury
Paul Riley	Assistant Secretary-Treasury
Brian Stuhr	Assistant Secretary-Treasury
Ephraim Brecher	Assistant Secretary-Tax
Antoinette Duah	Assistant Secretary-Tax
Jeff Tutnauer	Assistant Secretary-Tax
Gary Wiggins	Assistant Secretary-Tax

and, further whereas pursuant to certain intercompany arrangements, AT&T personnel perform various functions for TCG partnerships, TCG Partners hereby authorizes and delegates to such persons the full partnership power and authority (i) to act as an agent, attorney, employee, or representative of TCG South Florida, (ii) to declare or represent to any third party that such person is acting as agent, attorney, employee or representative of TCG South Florida and (iii) to negotiate or conclude any agreement, or to make any representation or to give any understanding on behalf of TCG South Florida in any way whatsoever in fulfilling its obligations hereunder, in each case to the extent consistent with the authority of such persons under the AT&T Schedule of Authorizations.

TCG Partners, General Partner

  
\_\_\_\_\_  
Al Hansen  
President and CEO  
July 29, 1999