

STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION
UAO CERTIFICATE OF INCUMBENCY AND SIGNATURE AUTHORITY

Form 710-010-89
 UTILITIES
 10/98

for
 WILLIAMS COMMUNICATIONS, INC.
 (Please Type or Print the UAO's Name)

Resolution #: _____

Date: November 11, 1998

I, the undersigned, do hereby certify that the person(s) or title(s) which appear below is (are) duly elected, or appointed, qualified, and acting as representative of said UAO, on the date of this Certificate, and that said representative(s) is (are) duly authorized by said UAO to execute and deliver:

(a) ~~any document between said UAO and the STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION and all agreements and instruments in connection therewith, including but not limited to, applications for permits and similar documents, and that the execution and delivery of any such documents, for and on behalf of said UAO is not prohibited by, or in any manner restricted by, the terms of the charters, ordinances or legal instruments (as applicable) which created the UAO, govern its operations, and otherwise affect its authority, powers and day-to-day activities, or in any loan agreement, indenture, or contract to which said UAO is a party or under which it is bound.~~

- OR -

(b) ~~any utility permits between said UAO and the STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION and all documents in connection therewith, including but not limited to, applications for permits and similar documents, and that the execution and delivery of any such documents of said UAO is not prohibited by, or in any manner restricted by, the terms of the charters, ordinances or legal instruments (as applicable) which created the UAO, govern its operations, and otherwise affect its authority, powers and day-to-day activities, or in any loan agreement, indenture, or contract to which said UAO is a party or under which it is bound.~~

- OR -

(c) ~~any specified document type (listed below) between said UAO and the STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION and all agreements and instruments in connection therewith, and that the execution and delivery of any such documents, for and on behalf of said UAO is not prohibited by, or in any manner restricted by, the terms of the charters, ordinances or legal instruments (as applicable) which created the UAO, govern its operations, and otherwise affect its authority, powers and day-to-day activities, or in any loan agreement, indenture, or contract to which said UAO is a party or under which it is bound.~~

I do further certify that this authority shall remain in full force and effect, and the STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION shall be entitled to rely upon this authority, until written notice of the modification, rescission, or revocation of this authority, in whole or in part, has been delivered to the STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION. However, no such modification, rescission, or revocation shall, in any event, be effective with respect to any documents executed or actions taken in reliance upon any modification, rescission, or revocation of this authority prior to the delivery of written notice of such modification, rescission, or revocation to the STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION, and the STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION approves of such modification, rescission, or revocation of this authority in writing.

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 (Please check or specify type below)		
		All Documents	Permits Only	Specified Document Type
Greg S. Floerke	Attorney-in-Fact		X	
Robert A. Jackson	Attorney-in-Fact		X	
Frederick M. Lawler	Attorney-in-Fact		X	
Larre K. Sloan	Attorney-in-Fact		X	

APPENDIX
CHANGES TO FORM DOCUMENT

Exclude paragraph (a)

Exclude paragraph (c)