

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, George W. Lee, do hereby certify that the person(s) whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said Corporation and holds on the date of this Certificate the offices set opposite their name, that the signature appearing opposite their name is the genuine signature of the representative; that the representative is duly authorized for and on behalf of said Corporation to execute and deliver any document between said Corporation and the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, and all agreements and instruments in connection therewith, 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 by-laws, 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 reply 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, written notice of said modification, rescission or revocation. ALLTEL Florida, Inc. hereby waives the company seal on all documents signed by the representative, and agrees to be bound as fully as if the company seal were affixed. Attached is a corporative action or resolution to this effect.

NAME(S) OF REPRESENTATIVE	TITLES(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Sterling W. Branche</u>	<u>Staff Supervisor- O.S.P. Engineering</u>	<u>Management</u>	<u><i>Sterling W. Branche</i></u>
<u>Jimmy L. Gaylord</u>	<u>Staff Supervisor- O.S.P. Engineering</u>	<u>Management</u>	<u><i>Jimmy L. Gaylord</i></u>
<u>James G. Jones</u>	<u>Manager-Network Services</u>	<u>Management</u>	<u><i>James G. Jones</i></u>
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 14th day of December, 1994.

George W. Lee
 (Signature)

 President
 (Title)

ATTEST: *Esther K. Bass*



ALLTEL Florida Inc.
206 White Avenue, S. E. • P. O. Box 550 • Live Oak, Florida 32060
(904) 364-2400

January 17, 1995

Mr. H. Vince Camp
District Utility Engineer
Florida Dept of Transportation
P. O. Box 1089
Lake City, Florida 32056-1089

Subject: CERTIFICATE OF INCUMBENCY AND AUTHORITY

Dear Mr. Camp:

Please find enclosed the executed document as requested.

Please call if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Sterling W. Branche".

Sterling W. Branche
Supervisor OSP Engineering
Live Oak/Hilliard District

SWB/jr
Attachment

cc: J. Jones w/2 Attachments
J. Gaylord w/2 Attachments

POSTAL
TRANSMITTALS
RECEIVED
JAN 18 1995
UTILITIES
DISTRICT OFFICE
LAKE CITY, FL

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Richard H. Brashear, do hereby certify that the person(s) whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said Corporation and holds on the date of this Certificate the offices set opposite their name, that the signature appearing opposite their name is the genuine signature of the representative; that the representative is duly authorized for and on behalf of said Corporation to execute and deliver any document between said Corporation and the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, and all agreements and instruments in connection therewith, 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 by-laws, 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 reply 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, written notice of said modification, rescission or revocation. ALLTEL Florida, Inc hereby waives the company seal on all documents signed by the representative, and agrees to be bound as fully as if the company seal were affixed. Attached is a corporative action or resolution to this effect.

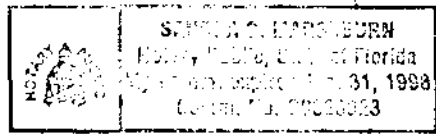
NAME(S) OF REPRESENTATIVE	TITLES(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>James G. Jones</u>	<u>Services Manager-Network</u>	<u>Management</u>	<u>James Jones</u>
<u>Jimmy L. Gaylord</u>	<u>Staff Supervisor-OSP Engineering</u>	<u>Management</u>	<u>Jimmy L. Gaylord</u>
<u>James Robinson</u>	<u>OSP Engineer</u>	<u>Management</u>	<u>James Robinson</u>
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 26th day of June, 1996.

Richard H. Brashear
 (Signature)

 President
 (Title)

ATTEST: Sandra S. [Signature]



DEPT. OF
TRANSPORTATION
RECEIVED
JUL 02 1996
L
DIS. OFFICE
LAKE CITY, FL



ALTEL Florida Inc.
206 White Avenue, S. E. • P. O. Box 550 • Live Oak, Florida 32060
(904) 364-2400

July 1, 1996

Mr. H. Vince Camp
District Utility Engineer
Florida D.O.T.
P. O. Box 1089
Lake City, FL 32056-1089

Subject: **CERTIFICATE OF INCUMBENCY & AUTHORITY**

Dear Mr. Camp,

Please find enclosed a revised executed document effective with receipt of this letter.

If you have any questions, please call.

Sincerely,

A handwritten signature in cursive script that reads "Sterling W. Branche".

Sterling W. Branche
Supervisor-OSP Engineering

SWB/jr
Enclosure

cc: J. Jones
J. Gaylord