

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, **Ellie G. Watson**, 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 forgoing 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** written notice of said modification, rescission or revocation. **AT&T Corp.** hereby waives the company seal on all documents signed by the representatives, and agrees to be bound as full as if the company seal were affixed. Attached is a corporative action or resolution to this effect.

NAME(S) OF REPRESENTATIVE	TITLE(S)	POSITION(S)	SIGNATURE(S)
<u>Jesse P. Hubbard</u>	<u>Manager</u>	<u>Engineer</u> <u>Right of Way</u>	<u>[Signature]</u>
<u>Thomas E. Felts</u>	<u>Supervisor</u>	<u>Engineer</u>	<u>Thomas E. Felts</u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 11th day of November, 1996.

ATTEST:

[Signature]
Gene V. Coker
Assistant Secretary

[Signature]
Ellie G. Watson
District Manager
Outside Plant Eng. & Construction

FORM APPROVED
12-16-96
ATTORNEY N. H. Rosner
N.H. ROSNER

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Ellie G. Watson, 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 Certificated 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 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 written notice of said modification, rescission or revocation. (AT&T Corp.) 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 corporate action or resolution to this effect.

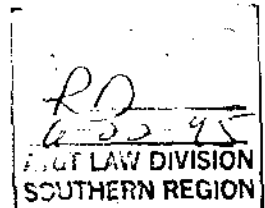
NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Thomas E. Felts</u>	<u>Supervisor</u>	<u>Engineer</u>	<u>Thomas E. Felts</u>
<u>Gerald N. Lomax</u>	<u>Supervisor</u>	<u>Right-of-Way</u>	<u>Gerald N. Lomax</u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 28 day of July, 1995.

Ellie G. Watson
(Signature)

Ellie G. Watson District Manager-Outside Plant & Const.
(Title)

ATTEST: Gene V. Coker
Gene V. Coker
Assistant Secretary



CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Ellie G. Watson, 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 Certificated 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 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 written notice of said modification, rescission or revocation. (AT&T Corp.) 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.

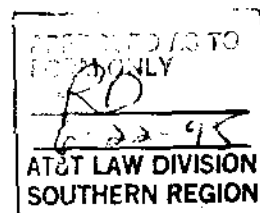
NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Thomas E. Felts</u>	<u>Supervisor</u>	<u>Engineer</u>	<u>Thomas E. Felts</u>
<u>Gerald N. Lomax</u>	<u>Supervisor</u>	<u>Right-of-Way</u>	<u>Gerald N. Lomax</u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 28 day of July, 1995.

Ellie G. Watson
(Signature)

Ellie G. Watson District Manager-Outside Plant & Const.
(Title)

ATTEST: Gene V. Coker
Gene V. Coker
Assistant Secretary



M E M O R A N D U M
Department of Transportation

DATE: August 18, 1995

TO: Larry Noles - Central Office Utilities -MS 32

FROM: Ann Turner - District Five Utilities MS2-546

COPIES TO:

SUBJECT: Re: AT&T Certificate of Incumbency and Authority

Hi Larry:

Enclosed please find two original Certificates of Incumbency and Authority forms for AT&T Corporation. Mr. Phelps of AT&T requests that you furnish this information to the other District Utility Administrators.

If you have any questions, I can be reached at 904-943-5250.

Thanks Ann

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, C. A. Harris, 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.

American Telephone & Telegraph Co. 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	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Thomas E. Felts</u>	<u>Supervisor</u>	<u>Engineer</u>	<u>Thomas E. Felts</u>
<u>Gerald N. Lomax</u>	<u>Supervisor</u>	<u>Right-of-Way</u>	<u>Gerald N. Lomax</u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 14 day of JANUARY, 1991.

Signature: C. A. Harris
C. A. Harris

Title: District Manager-Outside Plant & Construction

Attest: Gene V. Coker
Gene V. Coker
Assistant Secretary

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, R. W. Hale, do hereby certify that I am duly elected, qualified and acting Vice President - Southern Region, of AMERICAN TELEPHONE and TELEGRAPH COMPANY, that the person whose name, title and signature appears below is the 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 of 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. AMERICAN TELEPHONE AND TELEGRAPH COMPANY 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.

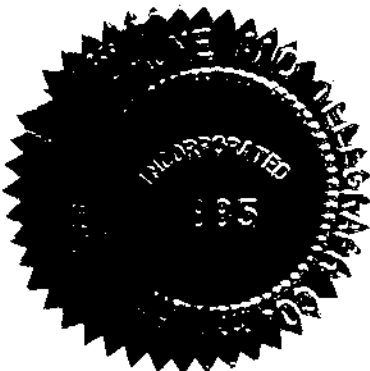
NAME OF REPRESENTATIVE	TITLE OF REPRESENTATIVE	SIGNATURE OF REPRESENTATIVE
T. B. Gurley	District Manager - Engineering	<u>F. B. Gurley</u>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 4th day of FEBRUARY, 1985.

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

BY: R. W. Hale

IIS: Vice President - Southern Region



APPROVED TO BE
FILED
1/2 5/100