


CERTIFICATE OF INCUMBENCY AND AUTHORITY

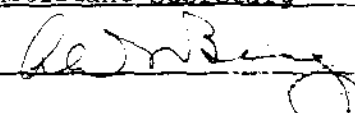
I, (Alan N. Berg), do hereby certify that the person(s) whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said Corporation and holds on the date of this Certificate the offices set opposite their name, that the signature appearing 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. (Central Telephone Company Of Florida) 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>Michael A. McCarthy</u>	<u>Vice President</u>	_____	
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 8th day of OCTOBER, 1976.

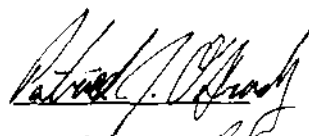
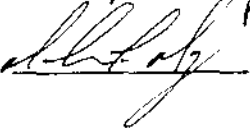
SIGNATURE AND TITLE OF AUTHORIZED PERSON
SEALING CORPORATE DOCUMENT

(Alan N. Berg)
Senior Attorney &
(Assistant Secretary)

ATTEST: 


CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, (Jerry M. Johns), 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. (Central Telephone Company Of Florida) 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>Patrick J. O'Grady</u>	<u>District Manager</u>	_____	
<u>Melvin L. Meyer</u>	<u>Director Eng. & Const.</u>	_____	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 29 day of July, 1996.

SIGNATURE AND TITLE OF AUTHORIZED PERSON
SEALING CORPORATE DOCUMENT
(Jerry M. Johns)
(Vice President Law)

ATTEST: 
Jerry M. Johns



Box 165000
Altamonte Springs, Florida 32716-5000

October 10, 1996

Mr. Douglas Sikes
Utility Coordinator
Florida Department Of Transportation
605 Suwannee Street
Tallahassee, Florida 32399-0450


Dear Mr. Sikes,

After our latest reorganization, a new Vice President was named, please add his name to the updated list of authorized signatures be previously forwarded for your files.

The document have been attested to and the Corporate Seal applied by Mr. Alan N. Berg. He is our Senior Attorney and Assistant Secretary and is a corporate officer. Berg's signature appears on the Attest line of the document.

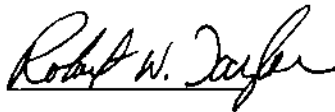
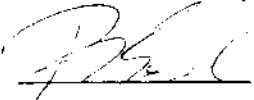
If you have any questions concerning this matter please contact me at (407) 889-6777.

Sincerely,


Richard C. Harm
Senior Engineer
Mail Code 5337

CERTIFICATE OF INCUMBENCY AND AUTHORITY


I, (Jerry M. Johns), 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. (Central Telephone Company Of Florida) 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>Robert W. Taylor</u>	<u>Manager Eng. & Const.</u>	_____	
<u>Printess McCreless</u>	<u>Manaqer Eng. & Const.</u>	_____	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 29 day of July, 19 96.

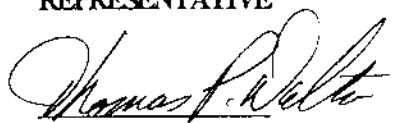

(Jerry M. Johns)

(Vice President Law)

ATTEST: 
Jerry M. Johns

CERTIFICATE OF INCUMBENCY AND AUTHORITY

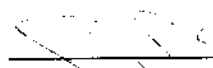
I, (Jerry M. Johns), do hereby certify that the person(s) whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said Corporation and holds on the date of this Certificate the offices set opposite their name, that the signature appearing 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. (Central Telephone Company Of Florida) 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 P. Dalton</u>	<u>Manager Eng. & Const.</u>	_____	
<u>Robert D. Strock Jr.</u>	<u>Dist. Mgr.</u>	_____	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 29 day of July, 1996.

(Jerry M. Johns)



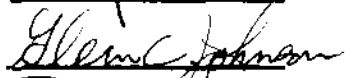

(Vice President Law)

ATTEST: 
Jerry M. Johns

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, LORELI FRITZ COHN, 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.

_____ 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.

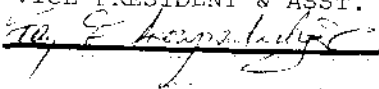
NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Keith J. Nance</u>	Assistant Manager Engineering - OSP	_____	
<u>Henry M. Underwood</u>	Assistant Manager Engineering - OSP	_____	
<u>Glenn C. Johnson</u>	General Engineering Manager	_____	
<u>Dale L. Cross</u>	President - Centel - Florida	_____	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 20th day of December, 1990.



LORELI FRITZ COHN

VICE PRESIDENT & ASST. SECRETARY

ATTEST: 

Ward
File

P. O. Box 2214
Tallahassee, FL 32316-2214

CENTEL

Dale L. Cross
Vice President

May 2, 1990

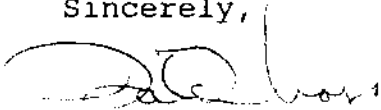
Mr. Paul Kaczorowski
Florida State Department of Transportation
605 Suwannee Street
Tallahassee, Florida 32399-0450

Dear Mr. Kaczorowski:

This is to notify you that Central Telephone Company of Florida is hereby delegating signature authority on our requests for State Road Permits to H. M. Underwood, Assistant Manager, Outside Plant Engineering, East Florida District, and Keith J. Nance, Assistant Manager, Outside Plant Engineering, West Florida District.

This signature authority cannot be further delegated except by the undersigned.

Sincerely,



Dale L. Cross
Vice President

DLC:sai

cc: Paul G. Yovovich
Keith J. Nance
H. M. Underwood

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 4th day of May, 1990, by Dale L. Cross as Vice President of Central Telephone Company of Florida, a Florida Corporation, on behalf of the corporation.



Notary Public

Notary Public, State of Florida
My Commission Expires March 31, 1994
Bonded thru RICHARD Ins. Agency.

A F F I D A V I T

I, O. J. Knox, Jr., Assistant Secretary and Assistant Treasurer, of FLORIDA CENTRAL TELEPHONE COMPANY, hereby certify that the following is a true and correct excerpt from the minutes of the meeting of the Board of Directors of said company, duly convened and held at 1313 Blair Stone Drive, Tallahassee, Florida, on the 6th day of September, 1966, at which all of said directors were present and voting throughout:

Mr. Fields then discussed the fact that this Corporation is required to execute applications for utility and use permits for and in favor of the State Road Department of the State of Florida; and, in order to facilitate the processing of these permits, it is desirable that certain officers of this Corporation be authorized to execute such permits on behalf of the Corporation.

After a full discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

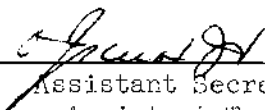
RESOLVED, that applications on behalf of this corporation to the State Road Department of Florida for utility and use permits in favor of the State Road Department of the State of Florida, may be signed by either of the following officers of this Corporation:

E. M. Menendez
E. D. Wilkinson

and when so signed shall be deemed to be duly executed by, and be constituted the act of, this Corporation without attestation of the Secretary or any Assistant Secretary of the Corporation, and without affixing thereto the corporate seal of this Corporation; and be it further

RESOLVED, that when a copy of this resolution has been delivered to the State Road Department of Florida, the State Road Department of Florida shall be entitled to presume conclusively that this resolution continues in full force and effect, unaltered, unmodified and unrescinded, without the necessity for ratification or recertification thereof, unless and until there shall have been delivered to the State Road Department of Florida a certified copy of a resolution of the board of directors of this Corporation specifically rescinding, altering, or modifying this resolution.

IN WITNESS WHEREOF, I have hereunto signed this certificate and affixed the corporate seal of the Company this 8th day of September, 1966.



Assistant Secretary and
Assistant Treasurer

STATE OF FLORIDA)
) SS:
COUNTY OF DECU.)

I HEREBY CERTIFY that on this day before me, the undersigned notary public authorized in the state and county named above to administer oaths and take acknowledgments, personally appeared O. J. Knox, Jr., as Assistant Secretary and Assistant treasurer of FLORIDA CENTRAL TELEPHONE COMPANY, a corporation organized and existing under the laws of the State of Florida, known by me to be the person described in and who executed the foregoing certificate as such officer, and he acknowledged before me that he executed the same on behalf of said corporation. Witness my hand and official seal this 8th day of September, 1966.

Hubert H. Bryson

Notary Public, State of Florida at Large
My Commission Expires Oct. 31, 1968
Bonded by American Surety Co. of N. Y.

SOUTHEASTERN TELEPHONE COMPANY

RESOLUTION OF BOARD OF DIRECTORS

RESOLVED,

(1) that applications on behalf of this corporation to the State Road Department of Florida for construction permits and acceptances of such permits may be signed by the President or any Vice President of the corporation and when so signed shall be deemed to have been duly executed by and to constitute the act of this corporation without attestation by the Secretary or any Assistant Secretary of the corporation and without the affixing thereto of the corporate seal of this corporation;

(2) that when a copy of this resolution has been delivered to the State Road Department of Florida, the State Road Department of Florida shall be entitled to presume conclusively that this resolution continues in full force and effect, unaltered, unmodified and unrescinded, without the necessity of ratification or recertification hereof, unless and until there shall have been delivered to the State Road Department of Florida a certified copy of a resolution of the board of directors of this corporation specifically rescinding, altering or modifying this resolution.

I, MELVIN A. HARDIES, Assistant Secretary of Southeastern Telephone Company, a Florida corporation, being familiar with the corporate records and having custody of the seal of said Company, do hereby certify that the foregoing is a true and correct copy of a resolution adopted by the Board of Directors of said Company at a meeting of said Board duly called and held on January 4, 1964, at which

meeting a quorum of said Board was present and voting through-
out; and that said resolution is now in full force and effect.

WITNESS my hand and the corporate seal of said
Company this 10th day of January, 1964.

Melvin R. Farley
Assistant Secretary