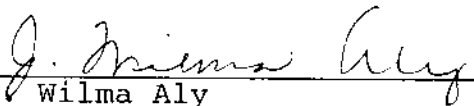


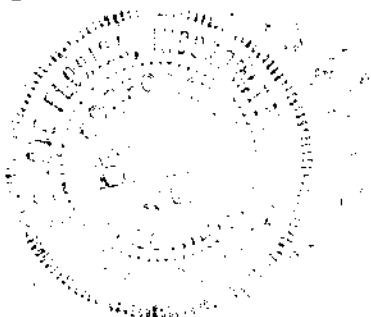
CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, J. Wilma Aly, Assistant Secretary of GTE FLORIDA INCORPORATED, a Florida corporation ("Corporation") do hereby certify that the holder of each job title appearing in the attached resolutions of the Board of Directors effective October 30, 1996, is a qualified and acting representative of said Corporation on the date of this Certificate; that the representatives are duly authorized for and on behalf of said Corporation to execute any and all documents, agreements and instruments entered into with the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, 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 bylaws, 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 of written notice of said modification, rescission, or revocation. By acceptance of this Certificate of Incumbency and Authority, the said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA hereby waives the corporate seal on all documents signed by any representative, and agrees to be bound as fully as if the corporate seal were affixed. Attached is a certified resolution to this effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 7th day of November, 1996.

  
\_\_\_\_\_  
J. Wilma Aly  
Assistant Secretary  
GTE Florida Incorporated

Corporate Seal



GTE FLORIDA INCORPORATED

GTE FLORIDA INCORPORATED

I, J. Wilma Aly, Assistant Secretary of GTE Florida Incorporated, do hereby certify that the following resolutions are a true and correct copy of resolutions duly adopted on October 30, 1996, by Unanimous Consent of the Board of Directors of GTE Florida Incorporated.

RESOLVED, that the resolutions adopted by the Board of Directors on March 1, 1995, regarding the signature authority on behalf of GTE Florida Incorporated with the Department of Transportation, State of Florida, be and hereby are rescinded; and be it

RESOLVED FURTHER, that the following GTE Florida Incorporated titles have signature authority with the Department of Transportation, State of Florida as stated below.

UTILITY PERMITS

Senior Engineer-Access Design  
Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

UTILITY RELOCATION SCHEDULES

Senior Engineer-Access Design  
Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

UTILITY PLANNING AND TECHNICAL PROVISION

Senior Engineer-Access Design  
Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

UTILITY AGREEMENTS (REIMBURSABLE)

Senior Engineer-Access Design  
Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

UTILITY AGREEMENTS (NONREIMBURSABLE)

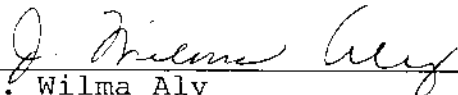
Senior Engineer-Access Design  
Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

SUBORDINATION OF UTILITY INTEREST

Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

I DO FURTHER CERTIFY that said resolutions have not been in any way amended, annulled, rescinded or revoked, and that the same and each part thereof is still in force and effect.

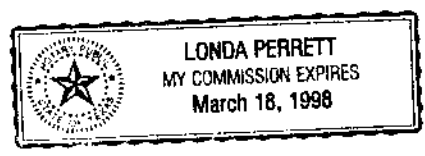
WITNESS my hand this 7th day of November, 1996.

  
\_\_\_\_\_  
J. Wilma Aly  
Assistant Secretary

STATE OF TEXAS        )  
                              )  
COUNTY OF DALLAS    )

BEFORE ME, the undersigned authority, this day personally appeared J. Wilma Aly, to me known and known to me to be the Assistant Secretary of GTE FLORIDA INCORPORATED, a Florida corporation, and who executed the foregoing instrument for the purposes therein stated and affixed thereto the official seal of said Corporation.

WITNESS MY HAND AND OFFICIAL SEAL, this 7th day of November, 1996.



*Londa Perrett*  
\_\_\_\_\_  
Notary Public, State of Texas

cc  
wa.  
OK  
handed 11-22-96

November 12, 1996



Florida Department of Transportation

Mr. Walt Childs  
District One Utility Engineer  
Florida Department of Transportation  
P.O. box 1249  
Bartow, Florida 33831

**RECEIVED**  
NOV 21 1996  
District One Utilities Dept.  
Bartow, Florida

Dear Walt:

**Subject: CERTIFICATE OF INCUMBENCY AND AUTHORITY**

As you are aware GTE Florida Incorporated recently made organizational changes. The title changes affected the current certificates on file with the FDOT.

I am enclosing two original up-dated Certificates of Incumbency and Authority resolutions listing the authorized GTE Florida Incorporated titles that may sign on behalf of GTE.

Please distribute to the appropriate departments/individuals within the Florida Department of Transportation.

Should you have any question please contact me at 941/952-5689.

Sincerely,

Robert G. Mewes  
Administrator - Joint Use/Right-of-Way

RGM:las

- c. Tom Farmer - FLTP0014
- Tom Newman - FLSS4006
- Rex Shiver - FLSS4113
- Tim Bowman - FLSS4003
- Frank Deak - FLCL5088
- Gary Butler - FLLK3014
- George Maddox - FLTR1887

RECORDED  
DEC 7 - 1992

**CERTIFICATE OF INCUMBENCY AND AUTHORITY** .....

I, Linda K. Ehle, do hereby certify that the person(s) whose title(s) appear 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 signature, that the signature appearing opposite their title is the genuine signature of the representative; that the representative is duly authorized for and on behalf of 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 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** of written notice of said modification, rescission, or revocation. The said **DEPARTMENT OF TRANSPORTATION, STATE 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 15th day of October, 19 92.

Linda K. Ehle

Assistant Secretary

Linda K. Ehle

(Name Typed or Printed)

Corporate Seal

GTE FLORIDA INCORPORATED  
BOARD OF DIRECTORS' RESOLUTION

RESOLVED: That the resolutions adopted by the Board of Directors on January 24, 1991 and March 26, 1992, regarding the signature authority on behalf of GTE Florida Incorporated with the Department of Transportation, State of Florida, be and hereby rescinded.

RESOLVED FURTHER: That the following GTE Florida Incorporated titles have signature authority with the Department of Transportation, State of Florida as stated below.

UTILITY PERMITS

Operations Supervisor  
Operations Manager

UTILITY RELOCATION SCHEDULES

Operations Supervisor  
Operations Manager  
Regional Director-Network Provisioning

UTILITY PLANNING AND TECHNICAL PROVISION

Operations Supervisor  
Operations Manager  
Regional Director-Network Provisioning

UTILITY AGREEMENTS (REIMBURSABLE)

Operations Supervisor  
Operations Manager  
Regional Director-Network Provisioning  
Regional Vice President-General Manager/Florida

UTILITY AGREEMENTS (NON-REIMBURSABLE)

Operations Supervisor  
Operations Manager  
Regional Director-Network Provisioning  
Regional Vice President-General Manager/Florida

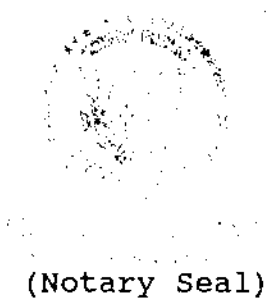
SUBORDINATION OF UTILITY INTEREST

Operations Manager  
Regional Director-Network Provisioning  
Regional Vice President-General Manager/Florida

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared Linda K. Ehle, to me well known and known to me to be the Corporate Assistant Secretary of GTE Florida Incorporated, and who executed the foregoing instrument for the purposes therein mentioned and affixed thereto the official seal of said Corporation.

WITNESS MY HAND AND OFFICIAL SEAL THIS 15th day  
of October, 19 92.



Frances Del Rosal

Name

Frances Del Rosal

Name Typed or Printed

Commission No. CC 045191

My Commission Expires

NOTARY PUBLIC, STATE OF FLORIDA  
COMMISSION EXPIRES: 1994  
OFFICE: HILLSBOROUGH COUNTY, FLORIDA



*1/11/79*

CERTIFIED COPY OF  
RESOLUTION ADOPTED BY BOARD OF DIRECTORS  
GENERAL TELEPHONE COMPANY OF FLORIDA  
MARCH 22, 1979

---

STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

THIS IS TO CERTIFY:

1. That the undersigned VICTOR LEAVENGOOD, is Secretary of General Telephone Company of Florida, a corporation organized and existing under the laws of the State of Florida, duly elected, qualified, and acting as such officer of said corporation.

2. That at a meeting of the Board of Directors of said corporation, duly and regularly called and held on March 22, 1979, at which a quorum of said Board was present throughout, the following resolution was adopted:

RESOLVED, That the Resolution adopted October 28, 1976, authorizing signatures for State Road Permits be rescinded and the following Resolutions be adopted, in its stead.

RESOLVED, That all employees of the company with the title Area Engineering and Construction Manager, Engineering Administrator, Construction Administrator, Systems Engineer, Engineer-Governmental Projects, and Liaison Right-of-Way Analyst, be and they hereby are authorized to make and sign applications on State of Florida Department of Transportation Utility Permit Form 616-01, Rev. 11-69, and as the same shall be revised from time to time, and be it

FURTHER RESOLVED, That the existence of the Corporate Seal on Utility Permit Form 616-01, Rev. 11-69, and as the same shall be revised from time to time, after signature by a properly authorized employee, be and it hereby is validated and confirmed as if the said Seal were affixed.

*Waiver of  
Corporate  
seal  
validated*

3. That said resolution has not been rescinded, amended or modified, and at the date hereof remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the Seal of General Telephone Company of Florida this

18<sup>th</sup> day of June, 1979.

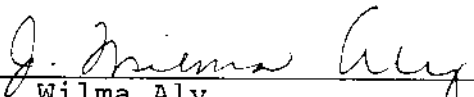
*Victor Leavengood*

Secretary  
General Telephone Company of Florida

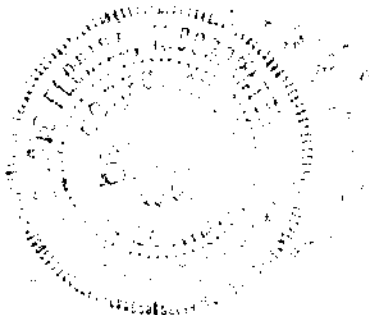
CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, J. Wilma Aly, Assistant Secretary of GTE FLORIDA INCORPORATED, a Florida corporation ("Corporation") do hereby certify that the holder of each job title appearing in the attached resolutions of the Board of Directors effective October 30, 1996, is a qualified and acting representative of said Corporation on the date of this Certificate; that the representatives are duly authorized for and on behalf of said Corporation to execute any and all documents, agreements and instruments entered into with the DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA, 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 bylaws, 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 of written notice of said modification, rescission, or revocation. By acceptance of this Certificate of Incumbency and Authority, the said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA hereby waives the corporate seal on all documents signed by any representative, and agrees to be bound as fully as if the corporate seal were affixed. Attached is a certified resolution to this effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 7th day of November, 1996.

  
\_\_\_\_\_  
J. Wilma Aly  
Assistant Secretary  
GTE Florida Incorporated

Corporate Seal



GTE Florida Incorporated

GTE FLORIDA INCORPORATED

I, J. Wilma Aly, Assistant Secretary of GTE Florida Incorporated, do hereby certify that the following resolutions are a true and correct copy of resolutions duly adopted on October 30, 1996, by Unanimous Consent of the Board of Directors of GTE Florida Incorporated.

RESOLVED, that the resolutions adopted by the Board of Directors on March 1, 1995, regarding the signature authority on behalf of GTE Florida Incorporated with the Department of Transportation, State of Florida, be and hereby are rescinded; and be it

RESOLVED FURTHER, that the following GTE Florida Incorporated titles have signature authority with the Department of Transportation, State of Florida as stated below.

UTILITY PERMITS

Senior Engineer-Access Design  
Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

UTILITY RELOCATION SCHEDULES

Senior Engineer-Access Design  
Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

UTILITY PLANNING AND TECHNICAL PROVISION

Senior Engineer-Access Design  
Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

UTILITY AGREEMENTS (REIMBURSABLE)

Senior Engineer-Access Design  
Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

UTILITY AGREEMENTS (NONREIMBURSABLE)

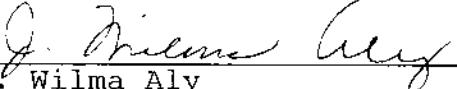
Senior Engineer-Access Design  
Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

SUBORDINATION OF UTILITY INTEREST

Section Manager-Access Design & Construction  
Manager-Access Design & Construction  
General Manager-Infrastructure Provisioning  
President

I DO FURTHER CERTIFY that said resolutions have not been in any way amended, annulled, rescinded or revoked, and that the same and each part thereof is still in force and effect.

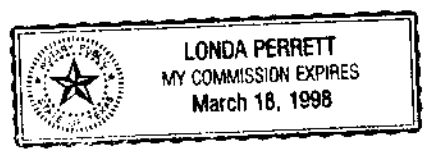
WITNESS my hand this 7th day of November, 1996.

  
\_\_\_\_\_  
J. Wilma Aly  
Assistant Secretary

STATE OF TEXAS        )  
                                  )  
COUNTY OF DALLAS    )

BEFORE ME, the undersigned authority, this day personally appeared J. Wilma Aly, to me known and known to me to be the Assistant Secretary of GTE FLORIDA INCORPORATED, a Florida corporation, and who executed the foregoing instrument for the purposes therein stated and affixed thereto the official seal of said Corporation.

WITNESS MY HAND AND OFFICIAL SEAL, this 7th day of November, 1996.



*Londa Perrett*  
\_\_\_\_\_  
Notary Public, State of Texas

cc  
w.s.  
OK  
hand-dated 11-25-96



GTE Telephone  
Operations

November 12, 1996

Mr. Walt Childs  
District One Utility Engineer  
Florida Department of Transportation  
P.O. box 1249  
Bartow, Florida 33831

**RECEIVED**  
NOV 21 1996  
District One Utilities Dept.  
Bartow, Florida

Dear Walt:

**Subject: CERTIFICATE OF INCUMBENCY AND AUTHORITY**

As you are aware GTE Florida Incorporated recently made organizational changes. The title changes affected the current certificates on file with the FDOT.

I am enclosing two original up-dated Certificates of Incumbency and Authority resolutions listing the authorized GTE Florida Incorporated titles that may sign on behalf of GTE.

Please distribute to the appropriate departments/individuals within the Florida Department of Transportation.

Should you have any question please contact me at 941/952 5689.

Sincerely,

Robert G. Mewes  
Administrator - Joint Use/Right-of-Way

RGM:las

- c. Tom Farmer - FLTP0014
- Tom Newman - FLSS4006
- Rex Shiver - FLSS4113
- Tim Bowman - FLSS4003
- Frank Deak - FLCL5088
- Gary Butler - FLLK3014
- George Maddox - FLTR1887

RECORDED  
OCT 7 - 1992

**CERTIFICATE OF INCUMBENCY AND AUTHORITY .....**

I, Linda K. Ehle, do hereby certify that the person(s) whose title(s) appear 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 signature, that the signature appearing opposite their title is the genuine signature of the representative; that the representative is duly authorized for and on behalf of 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 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** of written notice of said modification, rescission, or revocation. The said **DEPARTMENT OF TRANSPORTATION, STATE 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.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the seal of said Corporation this 15th day of October, 19 92.

Linda K. Ehle  
 Assistant Secretary  
Linda K. Ehle  
 (Name Typed or Printed)

Corporate Seal



**GTE FLORIDA INCORPORATED  
BOARD OF DIRECTORS' RESOLUTION**

RESOLVED: That the resolutions adopted by the Board of Directors on January 24, 1991 and March 26, 1992, regarding the signature authority on behalf of GTE Florida Incorporated with the Department of Transportation, State of Florida, be and hereby rescinded.

RESOLVED FURTHER: That the following GTE Florida Incorporated titles have signature authority with the Department of Transportation, State of Florida as stated below.

**UTILITY PERMITS**

Operations Supervisor  
Operations Manager

**UTILITY RELOCATION SCHEDULES**

Operations Supervisor  
Operations Manager  
Regional Director-Network Provisioning

**UTILITY PLANNING AND TECHNICAL PROVISION**

Operations Supervisor  
Operations Manager  
Regional Director-Network Provisioning

**UTILITY AGREEMENTS (REIMBURSABLE)**

Operations Supervisor  
Operations Manager  
Regional Director-Network Provisioning  
Regional Vice President-General Manager/Florida

**UTILITY AGREEMENTS (NON-REIMBURSABLE)**

Operations Supervisor  
Operations Manager  
Regional Director-Network Provisioning  
Regional Vice President-General Manager/Florida

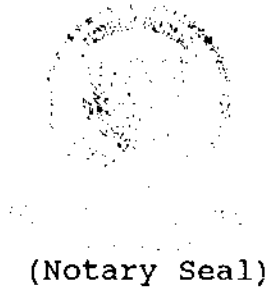
**SUBORDINATION OF UTILITY INTEREST**

Operations Manager  
Regional Director-Network Provisioning  
Regional Vice President-General Manager/Florida

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared Linda K. Ehle, to me well known and known to me to be the Corporate Assistant Secretary of GTE Florida Incorporated, and who executed the foregoing instrument for the purposes therein mentioned and affixed thereto the official seal of said Corporation.

WITNESS MY HAND AND OFFICIAL SEAL THIS 15th day  
of October, 19 92.



Frances Del Rosal

Name

Frances Del Rosal

Name Typed or Printed

Commission No. CC 045191

My Commission Expires

NOTARY PUBLIC, STATE OF FLORIDA  
COMMISSION EXPIRES 1994  
EXPIRES THROUGH 1994 AND.

*Exhibit 100*

CERTIFIED COPY OF  
RESOLUTION ADOPTED BY BOARD OF DIRECTORS  
GENERAL TELEPHONE COMPANY OF FLORIDA  
MARCH 22, 1979

---

STATE OF FLORIDA                    )  
  
COUNTY OF HILLSBOROUGH        )

THIS IS TO CERTIFY:

1.           That the undersigned VICTOR LEAVENGOOD, is  
Secretary of General Telephone Company of Florida, a corporation  
organized and existing under the laws of the State of Florida, duly  
elected, qualified, and acting as such officer of said corporation.

2.           That at a meeting of the Board of Directors of  
said corporation, duly and regularly called and held on March 22, 1979,  
at which a quorum of said Board was present throughout, the  
following resolution was adopted:

RESOLVED, That the Resolution adopted October 28, 1976,  
authorizing signatures for State Road Permits be rescinded  
and the following Resolutions be adopted, in its stead.

RESOLVED, That all employees of the company with the title  
Area Engineering and Construction Manager, Engineering  
Administrator, Construction Administrator, Systems  
Engineer, Engineer-Governmental Projects, and Liaison  
Right-of-Way Analyst, be and they hereby are authorized  
to make and sign applications on State of Florida Department  
of Transportation Utility Permit Form 616-01, Rev. 11-69,  
and as the same shall be revised from time to time, and be it

FURTHER RESOLVED, That the existence of the Corporate Seal  
on Utility Permit Form 616-01, Rev. 11-69, and as the same  
shall be revised from time to time, after signature by a properly  
authorized employee, be and it hereby is validated and confirmed  
as if the said Seal were affixed.

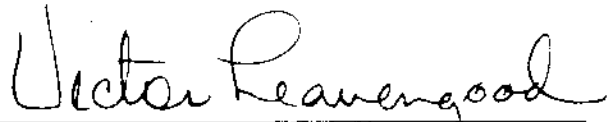
*Waiver of  
Corporate  
seal  
validated*



3. That said resolution has not been rescinded, amended or modified, and at the date hereof remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the Seal of General Telephone Company of Florida this

18<sup>th</sup> day of June, 1979.



Secretary  
General Telephone Company of Florida