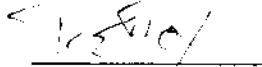
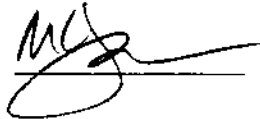
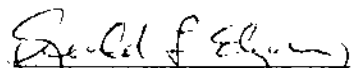
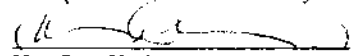


CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, (Gerald L. Edgar), 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. (GTE Media Ventures Incorporated) 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>Robert E. Fox</u>	<u>Manager</u>	<u>Engineering & Construction</u>	
<u>Michael C. Jasperse</u>	<u>Director</u>	<u>Engineering & Construction</u>	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 12th day of November, 1996.


 Assistant Secretary

 W. D. Wilson, President

ATTEST: _____

GTE MEDIA VENTURES INCORPORATED

Certified Copy of Preamble and Resolutions

WHEREAS, under Section 337.401, Florida Statutes, the Corporation is required to obtain utility permits from the Florida Department of Transportation ("FDOT") in order to perform utility work in FDOT right-of-way; and

WHEREAS, FDOT requires either that an official seal be affixed to each application for a utility permit or that the applicant file with FDOT a waiver of the use of an official seal and a certificate attesting to the employment and authority of those representatives who will be executing such applications; and

WHEREAS, the Corporation is desirous of expediting the process of obtaining permits necessary for the efficient and timely performance of the Corporation's capital improvement projects and to that end, has determined it to be in the best interest of the Corporation to provide FDOT with a resolution waiving the use of the corporate seal and authorizing the President of the Corporation to designate those employees with authority to execute applications for utility permits.

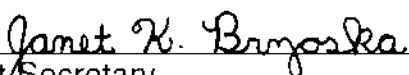
NOW, THEREFORE, BE IT

RESOLVED: That the use of the corporate seal on applications for utility permits submitted to FDOT pursuant to Section 337.401, Florida Statutes, is hereby waived.

RESOLVED FURTHER: That the President of the Corporation is authorized to designate those employees with the authority to execute applications for utility permits from FDOT and is further authorized to provide FDOT with all necessary certifications and assurances of those employee's authority and incumbency.

I, Janet K. Brzoska, Assistant Secretary of GTE MEDIA VENTURES INCORPORATED, a Delaware corporation, HEREBY DO CERTIFY that the foregoing is a true, correct and complete copy of a preamble and resolutions duly adopted by Unanimous Consent of the Board of Directors of said Corporation under date of October 25, 1996, and that said resolutions are still in full force and effect.

WITNESS my hand and the seal of said Corporation this 1st day of November, 1996.


Assistant Secretary
GTE MEDIA VENTURES INCORPORATED