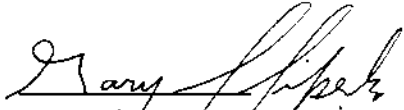
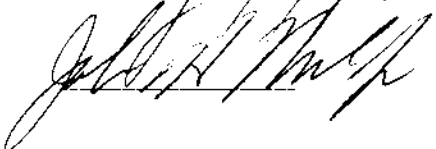
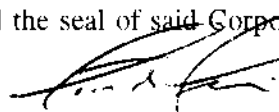


CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, (Carl J. Aycock), 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. (LDDS Communications, 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 corporate action or resolution to this effect.

| NAME(S) OF REPRESENTATIVE | TITLE(S) OF REPRESENTATIVE | POSITION(S) OF REPRESENTATIVE | SIGNATURE(S) OF REPRESENTATIVE |
|---------------------------|--------------------------------------|-------------------------------|---|
| <u>Gary S. Siperko</u> | <u>Manager of Network Projects</u> | |  |
| <u>John H. Nick, Jr.</u> | <u>Senior Outside Plant Engineer</u> | |  |

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 30th day of January, 1995.

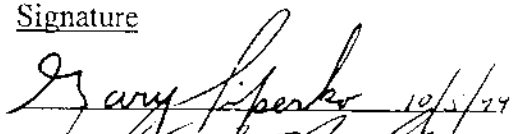
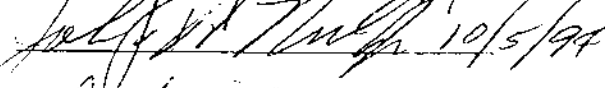
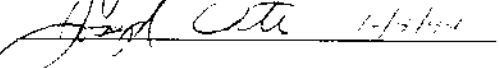


 CHIEF FINANCIAL OFFICER

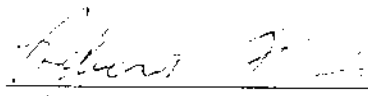
ATTEST: Jim Hall

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Robert Finch, Vice President of Engineering for LDDS Communications, Inc., ("LDDS") do hereby certify that the persons whose names, titles, positions and signatures appear below are duly elected, or appointed, qualified and acting representatives of LDDS and hold on the date of this Certificate the offices set opposite their names, that the signature appearing opposite their name is the genuine signature of said representative, that the representative is duly authorized for and on behalf of LDDS to execute and deliver any document between LDDS and the Department of Transportation for the State of Florida ("Department"), including all agreements and instruments in connection therewith, such as, without limitation, applications for permits and similar documents, and that the execution and delivery of any such document and all agreements and instruments in connection therewith, for an on behalf of LDDS, is not prohibited by or in any manner restricted by the terms of LDDS's Certificate of Incorporation, its by-laws, or of any loan agreement, indenture or contract to which LDDS 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 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. However, 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 said modification, rescission or revocation. LDDS hereby waives the company seal on all documents signed by any of the following representatives, and agrees to be bound as fully as if the company seal were affixed.

| <u>Name of Representative</u> | <u>Title and Position</u> | <u>Signature</u> |
|-------------------------------|--------------------------------|--|
| Gary Siperko | Manager of Network Projects |  |
| John H. Nick | Outside Plant Project Manager |  |
| Joe Oster | Director of Engineering & Dev. |  |

In Witness Whereof, I have executed this Certificate of Incumbency and Authority on this the 5 day of October, 1994.


Robert Finch, Vice President of Engineering
LDDS Communications, Inc.
515 East Amite Street
Jackson, MS 39201-2702
Telephone: (601) 360-8600



January 19, 1995

Mr. Robert Finch, Vice President of Engineering
LDDS Communications, Inc.
515 East Amite Street
Jackson, MS 39201-2702

RE: Certificate of Incumbency and Authority

Dear Mr. Finch,

Attached you will find the Certificate of Incumbency and Authority form that was prepared and submitted by your office. Unfortunately, as it is prepared, the form is unacceptable for use by the Department because it lacks the required corporate seal and is incomplete. Please resubmit using the blank enclosed form and complete the form as follows: (An example has been attached.)

- 1) The first blank line on the form requires the name of the corporate secretary.
- 2) The second blank line requires the corporation's name.
- 3) At the bottom of the form the signature and title of the representative affixing the corporate seal is required.

If you should have any questions or require additional assistance, please do not hesitate to contact me at 904/487-1700. Thank you for your prompt attention to this matter.

Sincerely,

Douglas D. Sikes
Utility Coordinator

DDS/dds
Attachment
cc: File