

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, J.C. Granger, Vice-President Cons. Mkts. 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 office(s) set opposite their name, that the signature appearing opposite their name is 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 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 written notice of said modification, rescission or revocation. Sprint/United Telephone 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.

Table with 3 columns: NAME(S) / TITLE(S) OF REPRESENTATIVE, POSITION(S) OF REPRESENTATIVE, SIGNATURE(S) OF REPRESENTATIVE. Rows include Steven G. Kohn, Benjamin D. Buley, Ronald B. Wood, Edwin E. Hall, and Alton A. Johnson.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 11th day of January, 1994.

[Signature of J.C. Granger]
SIGNATURE

J.C. Granger
NAME & TITLE: Vice President-Consumer Markets

(CORPORATE SEAL)

ATTEST: [Signature of Alan N. Berg]
Alan N. Berg
NAME & TITLE: Asst. Secretary

STATE OF : Florida

COUNTY OF : Orange

The foregoing instrument was acknowledged before me this 11th, day of January, 19 94, by James C. Granger, Vice President-Consumer Markets of Sprint/United Telephone of Florida, a Florida company / partnership / corporation, on behalf of the company / partnership / corporation. He/she is personally known to me ~~or has produced~~ _____ as identification and did ~~(did not)~~ take an oath.



Angela T. Holtz
NOTARY SIGNATURE

Angela Holtz
NAME: Assistant to President/CEO

(NOTARY SEAL)

Notary Public in and for the
County and State last aforesaid.

Commission No: CC 130020

My Commission Expires: July 23, 1995

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, J.C. Granger, Vice-President Cons. Mkts 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 office(s) set opposite their name, that the signature appearing opposite their name is 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 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 written notice of said modification, rescission or revocation. Sprint/United Telephone 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.

Table with 3 columns: NAME(S) / TITLE(S) OF REPRESENTATIVE, POSITION(S) OF REPRESENTATIVE, SIGNATURE(S) OF REPRESENTATIVE. Rows include Jacques R. Perry, Clarence L. Powell, Robin L. Gardner, Larry J. Helmlinger, and Thomas P. Dalton.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 10th day of January, 1994.

[Signature of J.C. Granger]
SIGNATURE

J.C. Granger
Vice President-Consumer Markets
NAME & TITLE:

(CORPORATE SEAL)

[Signature of Alan N. Berg]
ATTEST:
Alan N. Berg
Asst. Secretary
NAME & TITLE:

STATE OF : Florida

COUNTY OF : Orange

The foregoing instrument was acknowledged before me this 10th, day of January, 1994, by James C. Granger, Vice President-Consumer Markets of Sprint/United Telephone of Florida, a Florida company / partnership / corporation, on behalf of the company / partnership / corporation. He/she is personally known to me ~~or has produced~~ _____ as identification and did (~~did not~~) take an oath.



Angela T. Holtz

NOTARY SIGNATURE

Angela Holtz
Assistant to President/CEO

NAME: _____

(NOTARY SEAL)

Notary Public in and for the
County and State last aforesaid.

Commission No: CC 130020

My Commission Expires: July 23, 1995



File - Waiver of Seal

Box 165000
Altamonte Springs, Florida 32716-5000

January 17, 1994

Mr. Sunny De Coster, Sr.
Assistant Utility Engineer
Florida Department Of Transportation
District One - Utilities
801 North Broadway
P. O. Box 1249
Bartow, Florida 33830-1249

RECEIVED

JAN 19 1994
District One Utilities Dept.
Bartow, Florida

Dear Mr. De Coster,

Enclosed are the original signature forms you requested as authorized signatures for United Telephone of Florida.

The existing Incumbency Certificate for Alan N. Berg is still valid.

There are two Certificate and Authority forms authorizing ten people to sign on behalf of the company.

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

Thank you for your patience on this, the holidays really slowed things down.

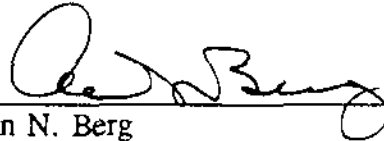
Sincerely,

Richard C. Harm
Senior Engineer
Business Distribution Engineering
Consumer Markets Administration

INCUMBENCY CERTIFICATE

I, Alan N. Berg, do hereby certify that I am the Assistant Secretary of United Telephone Company of Florida, a corporation duly organized and existing under the laws of the State of Florida and that as such officer I have access to the original books and records of said Corporation and am authorized to make and deliver this Certificate, and further that Derek H. Brennan is the Vice President-Network Planning and Engineering of the Corporation, and that Jerry M. Johns is the Vice President, General Counsel and Secretary of the Corporation, and that they are respectively authorized to execute and attest documents on behalf of the Corporation which deal with transactions with the Department of Transportation, State of Florida.

In Witness Whereof, I have hereunto set my hand and the seal of said Corporation, this 24th day of August 1992.



Alan N. Berg
Assistant Secretary
United Telephone Company of Florida

Seal

TRANSMITTAL - MEMORANDUM

(407)
886-0614

Florida Department of Transportation
District One - Utilities
801 North Broadway
Post Office Box 1249
Bartow, Florida 33830-1249
(813) 533-8161 Ext.: 2535

DATE: December 9, 1993

TO: Richard Harm, Sprint/United Telephone of Florida
FAX No: (407)886-0614 MAIL CODE 5336

FROM: Sunny De Coster, Sr., Assistant Utility Engineer

PROJECT: Your Contact Person / Changes ?

SUMMARY: This letter is to confirm our telephone conversation of December 2, 1993, where I agreed to fax you our copy of your contact personnel. Also included will be a copy of the authorized employees to sign entering into an agreement with the Department of Transportation.

ACTION: Enclosed by FAX are copies of your contact personnel and authority to sign waiver of seal. If you have any questions do not hesitate in contacting me.

THERE ARE 11 SHEETS INCLUDING COVER SHEET.

DISTRIBUTION: FILE, *waiver file*

TELEPHONE CONVERSATION: XX MEETING: _____ OTHER: _____

Mr. Larry Claxon
Liaison Coordinator
Tampa Electric Company
Post Office Box 111
Plaza 6, Distribution Engineering
Tampa, Florida 32601
(813) 228-4111

Mr. C. L. Powell
Distribution Manager
United Telephone System
1113 W. Olympia Avenue
Punta Gorda, Florida 33950-4473
(813) 637-5266

Mr. William P. Watson
District Area Manager
United Telephone System
Post Office Box 370
Ft. Myers, Florida 33902
(813) 336-2101

Mr. John P. McCormack
District Distribution Manager
United Telephone System
Post Office Box 370
Fort Myers, Florida 33902
(813) 335-8458

Mr. Cecil Rigdon
District Distribution Manager
United Telephone System
Post Office Box 1028
Avon Park, Florida 33825
(813) 452-3156

Mr. Cecil Rigdon
District Engineer
United Telephone System
4195 Kings Highway
Port Charlotte, Florida 33952
(813) 625-4545

Ms. Terri Hottle
USA Cable System
7240 Brittmoore Road, Suite 115
Houston, Texas 77041
(800) 842-4059 (713) 849-4254



United Telephone Company of Florida
Box 5000 • Altamonte Springs, Florida 32716-5000 • (407) 889-8016

Jerry M. Johns
Vice President - General Counsel

December 26, 1990

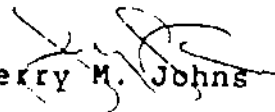
R. W. Taylor
District Utility Engineer
Florida Department of Transportation
719 South Woodland Boulevard
DeLand, FL 32720

Dear Mr. Taylor:

This is in response to your December 6 letter to James D. Williams, Division Distribution Manager for United Telephone Company of Florida.

I am Secretary to the Board of Directors of United Telephone, and am writing in that capacity. In connection with the Department of Transportation's waiver of seal requirements, United transmits herewith its certificate of incumbency and authority. Please be advised that United's articles of incorporation and by-laws do not require a corporate resolution to authorize this certificate. As Secretary to the Board of Directors, I represent that no action by the Directors is necessary to validate the certificate.

Sincerely,


Jerry M. Johns

JMJ/prc
Enclosure

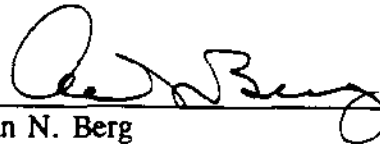
cc: Paul C. Kaczorowski, P.E.

bc: D. H. Brennan
Gene McMath
John Mays
J. P. McCormack
W. H. Bedingfield
C. T. Rigdon
W. P. Watson
J. D. Williams
L. L. Hopper

INCUMBENCY CERTIFICATE

I, Alan N. Berg, do hereby certify that I am the Assistant Secretary of United Telephone Company of Florida, a corporation duly organized and existing under the laws of the State of Florida and that as such officer I have access to the original books and records of said Corporation and am authorized to make and deliver this Certificate, and further that Derek H. Brennan is the Vice President-Network Planning and Engineering of the Corporation, and that Jerry M. Johns is the Vice President, General Counsel and Secretary of the Corporation, and that they are respectively authorized to execute and attest documents on behalf of the Corporation which deal with transactions with the Department of Transportation, State of Florida.

In Witness Whereof, I have hereunto set my hand and the seal of said Corporation, this 24th day of August 1992.




Alan N. Berg
Assistant Secretary
United Telephone Company of Florida

Seal

INCUMBENCY CERTIFICATE

I, Jerry M. Johns, do hereby certify that I am the Vice President, General Counsel and Secretary of United Telephone Company of Florida, a corporation duly organized and existing under the laws of the State of Florida and that as such officer I have access to the original books and records of said Corporation and am authorized to make and deliver this Certificate, and further that Alan N. Berg, is the Senior Attorney and Assistant Secretary of the Corporation, and that he is authorized to attest documents on behalf of the Corporation which deal with transactions with the Department of Transportation, State of Florida.

In Witness Whereof, I have hereunto set my hand and the seal of said Corporation, this 24th day of August 1992.

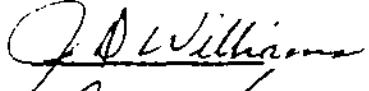
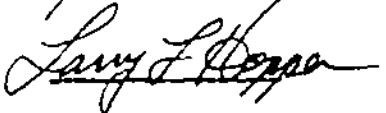


Jerry M. Johns
Vice President-General Counsel and Secretary
United Telephone Company of Florida


Seal

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 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. United Telephone Co. of Fla. 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>James D. Williams</u>	Division Distribution <u>Manager</u>	<u>Manager</u>	
<u>Larry L. Hopper</u>	Division Distribution <u>Support Manager</u>	<u>Manager</u>	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 26th day of December, 1970.



 (Signature)
 V.P. - General Counsel & Secretary

 (Title)


ATTEST: Larry L. Hopper

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 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 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. United Telephone Co. of Fla 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>Derek H. Brennan</u>	<u>V.P.-Network Planning and Engineering</u>	_____	<u>Derek H. Brennan</u>
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 26th day of December, 1990.



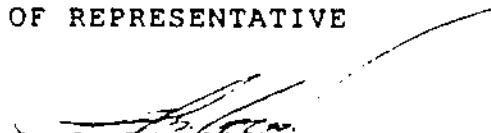
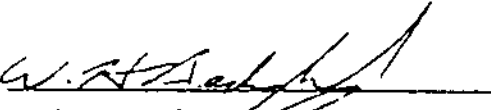


 (Signature)
 V.P. General Counsel & Secretary

 (Title)


ATTEST: Kayd. Way

CERTIFICATE OF INCUMBENCY AND AUTHORITY

Jerry M. Johns, do hereby certify that the person(s) whose name, position and signature appears below is duly elected, or appointed, 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; 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 other 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 termination, rescission or revocation of same, in whole or in part, has been delivered to said DEPARTMENT OF TRANSPORTATION, STATE OF FLORIDA but no such termination, 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 notification, rescission or revocation. (The Telephone Co. of Fla.) 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 Cooperative action or resolution to this effect.

NAMES(S)/ TITLE(S) OF REPRESENTATIVE	POSITIONS(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
P. McCormack V. Dist. Mgr.	<u>South Div. Mgr.</u>	
H. Bedingfield V. Dist. Supp. Mgr.	<u>So. Div. Dist. Supp. Mgr.</u>	
T. Rigdon V. Dist. Mgr.	<u>Avon Park/Punta Gorda</u>	
P. Watson V. Dist. Mgr.	<u>Fort Myers/Naples</u>	

WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 20th day of December, 1940.

 V.P.-General Counsel & Secretary

 Signature/ Title

ATTEST: Kay W. W. W.

801 N. Broadway
Post Office Box 1249
Bartow, Florida 33830-1249
(813)533-8161

Richard Harm
Sprint/United Telephone of Florida
Mail Code 5336
Post Office Box 165000
Alamont Springs, Florida 32716-5000

Dear Mr. Harm:

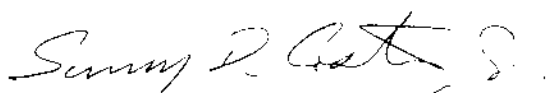
It has become necessary to update our records in order to have an active file on corporations/agencies and their executors who are authorized to execute agreements (contracts) on behalf of their organizations.

I am attaching for your completion two (2) new Wavier of Corporate Seal Forms (Certificate of Incumbency and Authority), one copy will be kept on file in District One, and the other forwarded to Tallahassee for record in the Central office. Please fully execute both copies listing the full name of the corporate Secretary in the first blank, and the full name of the corporation in the second blank. There are ~~four~~ ^{eight} blanks provided for the names of your authorized representatives.

If you have any questions, please advise.

Sincerely,

W. L. Childs, Jr.
District Utility Engineer


By: Sunny De Coster, Sr.
Assistant Utility Engineer

wlc:SJD:
Enclosure

#98