

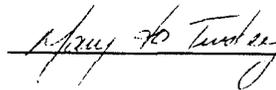
CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, DONNA LEDOUX, Vice President, Engineering Packet and Optical Network Services, do hereby certify that I am the duly elected, qualified Vice President - Business Services Operations, of AT&T COMMUNICATIONS, INC., that AT&T COMMUNICATIONS, INC. is the duly authorized and acting agent for AT&T CORP., AT&T COMMUNICATIONS OF MARYLAND, INC., AT&T COMMUNICATIONS OF VIRGINIA, INC., AT&T COMMUNICATIONS OF WASHINGTON, D.C., INC., AT&T COMMUNICATIONS OF WEST VIRGINIA, INC., AT&T COMMUNICATIONS OF ILLINOIS, INC., AT&T COMMUNICATIONS OF INDIANA, INC., AT&T COMMUNICATIONS OF MICHIGAN, INC., AT&T COMMUNICATIONS OF THE MOUNTIAN STATES, INC., AT&T COMMUNICATIONS OF NEW ENGLAND, INC., AT&T COMMUNICATIONS OF NEW JERSEY, INC., AT&T COMMUNICATIONS OF NEW YORK, INC., AT&T COMMUNICATIONS OF THE MIDWEST, INC., AT&T COMMUNICATIONS OF OHIO, INC., AT&T COMMUNICATIONS OF CALIFORNIA, INC., AT&T COMMUNICATIONS OF NEVADA, INC., AT&T COMMUNICATIONS OF THE PACIFIC NORTHWEST, INC., AT&T COMMUNICATIONS OF DELAWARE, INC., AT&T COMMUNICATIONS OF PENNSYLVANIA, INC., AT&T COMMUNICATIONS OF SOUTHERN STATES, INC., AT&T COMMUNICATIONS OF SOUTH CENTRAL STATES, INC., AT&T COMMUNICATIONS OF SOUTHWEST, INC., AT&T COMMUNICATIONS OF WISCONSIN, INC., AT&T COMMUNICATIONS OF NEW HAMPSHIRE, INC., AMERICAN TELEPHONE COMPANY OF ARKANSAS, AMERICAN TELEGRAPH COMPANY OF DELAWARE, EAST PITTSBURGH TELEPHONE COMPANY, THE AMERICAN TELEPHONE & TELEGRAPH COMPANY OF ILLINOIS, AMERICAN TELEPHONE & TELGRAPH COMPANY OF INDIANA, INC., AMERICAN TELEPHONE & TELEGRAPH COMPANY OF MICHIGAN, AMERICAN TELEPHONE & TELEGRAPH COMPANY OF NEW JERSEY, THE OHIO TELEPHONE & TELEGRAPH COMPANY, THE AMERICAN TELEGRAPH & COMPANY OF RHODE ISLAND, AMERICAN TELEPHONE & TELEGRAPH COMPANY OF VIRGINIA, AMERICAN TELEPHONE & TELEGRAPH COMPANY OF WISCONSIN, AMERICAN TELEPHONE & TELGRAPH COMPANY OF WYOMING pursuant to valid and current resolutions of the Board of Directors thereof; that the person whose name, title and signature appears below is the duly appointed, qualified and acting representative of AT&T COMMUNICATIONS, INC., and holds on the date of this Certificate the office set opposite his name; that the signature appearing opposite his name is the genuine signature of the representative; that the representative is duly authorized for, in the name of, and on behalf of AT&T COMMUNICATIONS, INC., for itself and for its principals, in accordance with and subject to its Schedule of Authorizations and delegations of authority, to execute and deliver documents between said Corporation and local, state or federal governmental entities, public or private corporations, partnerships, or other business organizations, or individuals, hereinafter referred to as "outside parties", and agreements and instruments in connection therewith, including or relating to applications for permits and similar documents, easement or encroachment agreements, right-of-way agreements, options, releases or easements or modifications thereto, quit claim deeds, and documents of similar import, and documents necessary or appropriate in connection therewith; 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 outside parties 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 outside parties, or until the expiration of two years following the date hereof, whichever sooner occurs, but no such modification, rescission, revocation shall, in any event, be effective with respect to any documents executed or actions taken in reliance upon the foregoing authority prior thereto. AT&T CORP., AT&T COMMUNICATIONS OF MARYLAND, INC., AT&T COMMUNICATIONS OF VIRGINIA, INC., AT&T COMMUNICATIONS OF WASHINGTON, D.C., INC., AT&T COMMUNICATIONS OF WEST VIRGINIA, INC., AT&T COMMUNICATIONS OF ILLINOIS, INC., AT&T COMMUNICATIONS OF INDIANA, INC., AT&T COMMUNICATIONS OF MICHIGAN, INC., AT&T COMMUNICATIONS OF THE MOUNTIAN STATES, INC., AT&T COMMUNICATIONS OF NEW ENGLAND, INC., AT&T COMMUNICATIONS OF NEW JERSEY, INC., AT&T COMMUNICATIONS OF NEW YORK, INC., AT&T COMMUNICATIONS OF THE MIDWEST, INC., AT&T COMMUNICATIONS OF OHIO, INC., AT&T COMMUNICATIONS OF CALIFORNIA, INC., AT&T COMMUNICATIONS OF NEVADA, INC., AT&T COMMUNICATIONS OF THE PACIFIC NORTHWEST, INC., AT&T COMMUNICATIONS OF DELAWARE, INC., AT&T COMMUNICATIONS OF PENNSYLVANIA, INC., AT&T COMMUNICATIONS OF SOUTHERN STATES, INC., AT&T COMMUNICATIONS OF SOUTH CENTRAL STATES, INC., AT&T COMMUNICATIONS OF SOUTHWEST, INC., AT&T COMMUNICATIONS OF WISCONSIN, INC., AT&T COMMUNICATIONS OF NEW HAMPSHIRE, INC., AMERICAN TELEPHONE COMPANY OF ARKANSAS, AMERICAN TELEGRAPH COMPANY OF DELAWARE, EAST PITTSBURGH TELEPHONE COMPANY, THE AMERICAN TELEPHONE & TELEGRAPH COMPANY OF ILLINOIS, AMERICAN TELEPHONE & TELGRAPH COMPANY OF INDIANA, INC., AMERICAN TELEPHONE & TELEGRAPH COMPANY OF MICHIGAN, AMERICAN TELEPHONE & TELEGRAPH COMPANY OF NEW JERSEY, THE OHIO TELEPHONE & TELEGRAPH COMPANY, THE AMERICAN TELEGRAPH & COMPANY OF RHODE ISLAND, AMERICAN TELEPHONE & TELEGRAPH COMPANY OF VIRGINIA, AMERICAN TELEPHONE & TELEGRAPH COMPANY OF WISCONSIN, AMERICAN TELEPHONE & TELGRAPH TELEGRAPH COMPANY OF WYOMING, by and through AT&T COMMUNICATIONS, INC., Agent hereby waive the corporate seal on all documents signed by the representative, and agree to be bound as fully as if the corporate seal were affixed thereto.

NAME OF REPRESENTATIVE	TITLE OF REPRESENTATIVE	SIGNATURE OF REPRESENTATIVE
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Mary Jo Truskey

District Manager

  
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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation the 13<sup>th</sup> day of December, 2000.

AT&T CORP.  
AT&T COMMUNICATIONS OF MARYLAND, INC.  
AT&T COMMUNICATIONS OF VIRGINIA, INC.  
AT&T COMMUNICATIONS OF WASHINGTON, D.C., INC.  
AT&T COMMUNICATIONS OF WEST VIRGINIA, INC.  
AT&T COMMUNICATIONS OF ILLINOIS, INC.  
AT&T COMMUNICATIONS OF INDIANA, INC.  
AT&T COMMUNICATIONS OF MICHIGAN, INC.  
AT&T COMMUNICATIONS OF MOUNTAIN STATES, INC.  
AT&T COMMUNICATIONS OF NEW ENGLAND, INC.  
AT&T COMMUNICATIONS OF NEW JERSEY, INC.  
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AT&T COMMUNICATIONS OF WISCONSIN, INC.  
AT&T COMMUNICATIONS OF NEW HAMPSHIRE, INC.  
AMERICAN TELEPHONE & TELEGRAPH COMPANY OF ARKANSAS  
AMERICAN TELEPHONE & TELEGRAPH COMPANY OF BALTIMORE CITY  
AMERICAN TELEPHONE & TELEGRAPH COMPANY OF DELAWARE  
EAST PITTSBURGH TELEPHONE COMPANY  
THE AMERICAN TELEPHONE & TELEGRAPH COMPANY OF ILLINOIS, INC.  
AMERICAN TELEPHONE & TELEGRAPH COMPANY OF INDIANA, INC.  
AMERICAN TELEPHONE & TELEGRAPH COMPANY OF MICHIGAN  
AMERICAN TELEPHONE & TELEGRAPH COMPANY OF DELAWARE  
THE OHIO TELEPHONE & TELEGRAPH COMPANY OF PENNSYLVANIA  
AMERICAN TELEPHONE & TELEGRAPH COMPANY OF RHODE ISLAND  
AMERICAN TELEPHONE & TELEGRAPH COMPANY OF VIRGINIA  
AMERICAN TELEPHONE & TELEGRAPH COMPANY OF WISCONSIN  
AMERICAN TELEPHONE & TELEGRAPH COMPANY OF WYOMING

By: Donna Ledoux 12-13-00  
DONNA LEDOUX  
Its: Vice President - Engineering Packet and Optical  
Network Services

ATTEST: By: Gene Coker  
Gene Coker  
Assistant Secretary