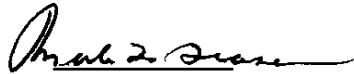


CERTIFICATE OF INCUMBENCY AND AUTHORITY

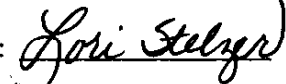
I, (Lori Stelzer), do hereby certify that the person(s) whose name, title, position and signature appears below is duly elected, or appointed, qualified and acting representative of said Corporation and holds on the date of this Certificate the offices set opposite their name, that the signature appearing 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 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. (City of Venice, 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.

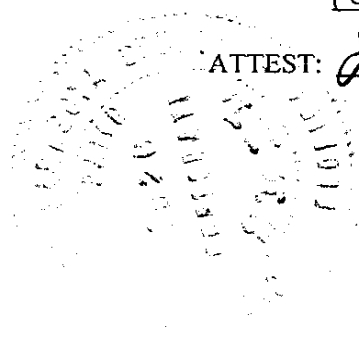
NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Merle L. Graser</u>	<u>Mayor</u>	_____	
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 14th day of January, 1998.

(Lori Stelzer, CMC)
(City Clerk)

ATTEST:





RESOLUTION NO. 98-1

A RESOLUTION OF THE CITY OF VENICE, FLORIDA, AUTHORIZING EXECUTION OF UTILITY RELOCATION MASTER AGREEMENTS FOR THE ADJUSTMENT, CHANGE OR RELOCATION OF CERTAIN UTILITIES WITHIN THE RIGHT OF WAY LIMITS OF STATE ROAD 45 (U.S. 41, BUSINESS) AND STATE ROAD 45A (U.S. 41, BYPASS), AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the State of Florida Department of Transportation proposes to engage in certain projects for constructing, reconstructing or otherwise changing a portion of State Road 45 (U.S. 41, Business) and State Road 45A (U.S. 41, ByPass), which shall call for the location, protection, and/or relocation and adjustment of the City of Venice utilities on said projects; and

WHEREAS, the plans for the said construction, reconstruction or other changes are to be reviewed by the State of Florida Department of Transportation and the City of Venice; and

WHEREAS, the State of Florida Department of Transportation has presented the City of Venice with Utility Relocation Master Agreements to circumvent the current necessity of processing a separate agreement for each individual state highway project involving City of Venice utilities.

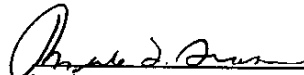
NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF VENICE, FLORIDA, as follows:

SECTION 1. The Mayor is hereby authorized and directed to make, execute and deliver to the State of Florida Department of Transportation a Utility Relocation Master Agreement (at the Department's expense) and a Utility Relocation Master Agreement (at the utility owners expense).

SECTION 2. A certified copy of this resolution will be forwarded to the State of Florida Department of Transportation at Tallahassee, Florida.

SECTION 3. This Resolution shall take effect upon adoption, as provided by law.

APPROVED AND ADOPTED BY THE CITY COUNCIL OF THE CITY OF VENICE, FLORIDA, at a meeting held on the 13th day of January, 1998.



Merle L. Graser, Mayor, City of Venice

I, LORI STELZER, City Clerk of the City of Venice, Florida, a municipal corporation in Sarasota County, Florida, do hereby certify that the foregoing is a full and complete, true and correct copy of a Resolution duly adopted by the City Council of the City of Venice, Florida, at a meeting thereof duly convened and held on the 13th day of January, 1998, a quorum being present.

WITNESS my hand and official seal of said City this 14th day of January, 1998.



Lori Stelzer, CMC, City Clerk

(S E A L)