

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, James R. Lowe, 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. Chesapeake Utilities Corp. d/b/a Central Fla. Gas Co. 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
Jack E. Reinhard	Gen. Mgr. NG Oper.	same	<i>Jack E. Reinhard</i>
Philip Barefoot	Division Manager	same	<i>Philip Barefoot</i>
Donald L. Headley	Asst. Div. Manager	same	<i>Donald L. Headley</i>
Ray M. Tate	Div. Operations Mgr.	same	<i>Ray M. Tate</i>

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 27th day of February, 1992.

(James R. Lowe)
 Asst. Corporate Secretary
 James R. Lowe

Corporate Seal

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, this day personally appeared James R. Lowe to me well known and known to me to be the Corporate Secretary of Chesapeake Utilities Corp., and who executed the foregoing instrument for the purposes therein mentioned and affixed thereto the official seal of said Corporation.

WITNESS MY HAND AND OFFICIAL SEAL this 27th day of February, 19 92.

Peggy Lowellen
Notary Public Peggy Lowellen
State of Florida at Large

(Notary Seal)

My Commission Expires

RESOLUTION OF THE BOARD OF DIRECTORS
OF CHESAPEAKE UTILITIES CORPORATION

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of Chesapeake Utilities Corporation and the keeper of the records and corporate seal of said Corporation, and that the following is a true and correct copy of a resolution duly adopted at a regular meeting of the Board of Directors of said Corporation held in accordance with the By-Laws of said Corporation at its offices at 350 South Queen Street, Dover, Delaware, the 6th day of March, 1986.

WHEREAS, Central Florida Gas Corporation, a Florida Corporation, was merged with Chesapeake Utilities Corporation in December, 1985,

WHEREAS, Chesapeake Utilities Corporation was the surviving Corporation, and Central Florida Gas is now an operating division of Chesapeake Utilities Corporation, and

WHEREAS, James R. Lowe, Sally L. Blalock, Don Headley and George Sims are authorized to carry out certain functions of Central Florida Gas, including all matters necessary to the acquisition of permits from the State of Florida, Department of Transportation,

NOW THEREFORE BE IT RESOLVED, that James R. Lowe, Sally L. Blalock, Don Headley and George Sims, individually or collectively, are authorized to execute such documents as may be necessary to make application to the State of Florida, Department of Transportation, for permits for road crossings, rights-of-way, and similar purposes necessary for the conduct of the business of Central Florida Gas, which shall be deemed to be authorized acts of Chesapeake Utilities Corporation without the corporate seal of Chesapeake Utilities Corporation,

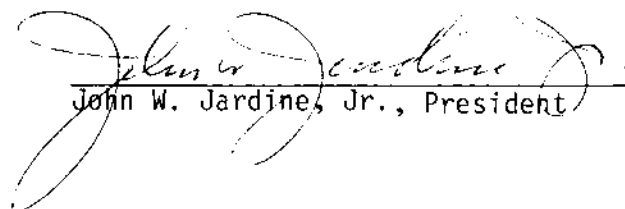
AND BE IT FURTHER RESOLVED, that copies of this Resolution be forwarded to the Office of General Counsel, Florida Department of Transportation, Burns Building, Tallahassee, Florida 32301 and to Florida Department of Transportation, District 1 Office, P. O. Box 1249, Bartow, Florida 33830,

IN WITNESS WHEREOF, I have hereinto affixed my name as secretary and have caused the corporate seal of Chesapeake Utilities Corporation to be affixed hereto this 6th day of March, 1986.

CORPORATE SEAL



W. L. HART, SECRETARY



John W. Jardine, Jr., President