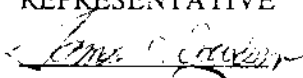
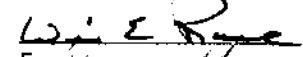
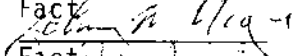
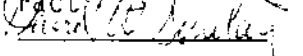


CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Geneva H. Hiroms, 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. Florida Gas Transmission Company 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.

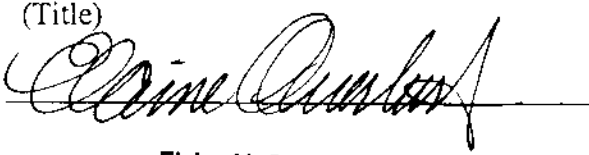
NAME(S) OF REPRESENTATIVE	TITLES(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>James C. Dowden</u>	<u>VP-Regional Marketing</u>		
<u>William E. Rome</u>	<u>VP-Operations</u>		
<u>Johnny W. McGee</u>	<u>ROW-Manager-Southern Region</u>	Agent & Attorney in Fact	
<u>David W. Sinclair</u>	<u>ROW-Manager-Northern Region</u>	Agent & Attorney in Fact	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 24th day of January, 1992.



 (Signature)
GENEVA H. HIROMS
 Assistant Secretary

(Title)

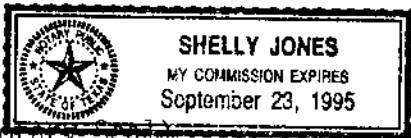
ATTEST: 

Elaine V. Overturf
 Deputy Corporate Secretary

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, this day personally appeared Geneva H. Hiroms to me well known and known to me to be the ~~Corporate Secretary of~~ Assistant Secretary of Florida Gas Transmission Company, 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 this 24th day of January, 1995.



(Notary Seal)

Shelly Jones
Notary Public

Sept 23 1995
My Commission Expires

FLORIDA GAS TRANSMISSION COMPANY

Certificate of Secretary

I, Geneva H. Hiroms, hereby certify that I am Assistant Secretary of Florida Gas Transmission Company, a Delaware corporation, and, as such, I am familiar with its corporate records, including written consents of its Board of Directors.

I further certify that the Board of Directors, by unanimous written consent of directors dated August 9, 1994, adopted the following resolutions which have not since been amended or rescinded regarding the offices and appointments of James C. Dowden, William E. Rome, Johnny W. McGee and David W. Sinclair, and which are in full force and effect at the date hereof:

RESOLVED, that the following named persons be, and each of them hereby is, elected to the office or offices set opposite such person's name below to serve at the pleasure of the Board of Directors and until their respective successors shall have been elected and qualified, and shall constitute the entire and complete slate of officers of the company:

Stanley C. Horton	Chairman of the Board
William V. Allison	President
Jack I. Tompkins	Executive Vice President, Finance
James G. Barnhart	Vice President
Wiley M. Cauthen	Vice President, State Government Affairs
Roderick J. Hayslett	Vice President and Chief Financial Officer
Kurt S. Huneke	Vice President, Finance and Treasurer
Robert B. Kilmer	Vice President, Rates & Certificates
Peggy B. Menchaca	Vice President and Secretary
Michael P. Moran	Vice President, General Counsel and Assistant Secretary
E. G. Parks	Vice President and Controller
William E. Rome	Vice President, Operations
Carl D. Schulz	Vice President, Phase III
Peter E. Weidler	Vice President, Marketing
James C. Dowden	Regional Vice President, Marketing
Elaine V. Overturf	Deputy Corporate Secretary
Kate B. Cole	Assistant Secretary

FLORIDA GAS TRANSMISSION COMPANY

Certificate of Secretary

I, Geneva H. Hiroms, hereby certify that I am Assistant Secretary of Florida Gas Transmission Company, a Delaware corporation, and, as such, I am familiar with its corporate records, including written consents of its Board of Directors.

I further certify that the Board of Directors, by unanimous written consent of directors dated August 9, 1994, adopted the following resolutions which have not since been amended or rescinded regarding the offices and appointments of James C. Dowden, William E. Rome, Johnny W. McGee and David W. Sinclair, and which are in full force and effect at the date hereof:

RESOLVED, that the following named persons be, and each of them hereby is, elected to the office or offices set opposite such person's name below to serve at the pleasure of the Board of Directors and until their respective successors shall have been elected and qualified, and shall constitute the entire and complete slate of officers of the company:

Stanley C. Horton	Chairman of the Board
William V. Allison	President
Jack I. Tompkins	Executive Vice President, Finance
James G. Barnhart	Vice President
Wiley M. Cauthen	Vice President, State Government Affairs
Roderick J. Hayslett	Vice President and Chief Financial Officer
Kurt S. Huneke	Vice President, Finance and Treasurer
Robert B. Kilmer	Vice President, Rates & Certificates
Peggy B. Menchaca	Vice President and Secretary
Michael P. Moran	Vice President, General Counsel and Assistant Secretary
E. G. Parks	Vice President and Controller
William E. Rome	Vice President, Operations
Carl D. Schulz	Vice President, Phase III
Peter E. Weidler	Vice President, Marketing
James C. Dowden	Regional Vice President, Marketing
Elaine V. Overturf	Deputy Corporate Secretary
Kate B. Cole	Assistant Secretary

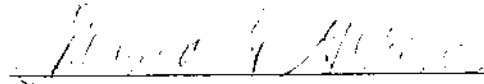
Linda S. Fitzgerald
Geneva H. Hiroms
Dorothy L. McCoppin
Michael A. Creel

Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Treasurer

RESOLVED FURTHER, by the Board of Directors of the Company, that the Company does hereby constitute and appoint each of the below-listed individuals as Company's agent and attorney-in-fact (without power of substitution) to make, execute and deliver, in the name and on behalf of the Company, any and all contracts for the construction and operation of Company's pipelines and related facilities, including, but not limited to, rights-of-way, easements, surface leases, deeds, construction contracts, service agreements, equipment purchase and rental agreements and all other agreements and contracts incidental to the acquisition, installation, modification, maintenance, operation and removal of Company's pipelines and related facilities:

Charles K. Dorland
Johnny W. McGee
David W. Sinclair
David A. Terlip

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation, this 24th day of January, 1995.


Geneva H. Hiroms
Assistant Secretary

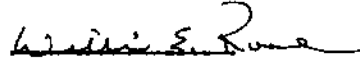

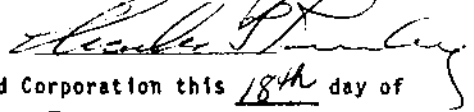
I, Elaine V. Overturf, Deputy Corporate Secretary of the Company, hereby certify that Geneva H. Hiroms has been duly elected, has been duly qualified, and this day is Assistant Secretary of the Company, and that the signature above is her genuine signature.

WITNESS my hand this 24th day of January, 1995.

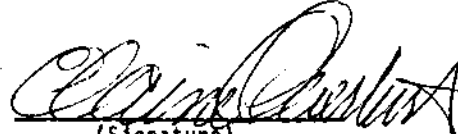

Elaine V. Overturf
Deputy Corporate Secretary

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, ELAINE OVERTURE, 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. Florida Gas Transmission Company 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>WILLIAM E. ROME</u>	<u>AGENT & ATTORNEY-IN-FACT</u>	_____	
<u>EDWIN R. PECK, JR.</u>	<u>AGENT & ATTORNEY-IN-FACT</u>	_____	
<u>CHARLES R. TRUBY</u>	<u>VICE PRESIDENT</u>	_____	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 18th day of March, 1996



 (Signature)
 Deputy Corporate Secretary
 (Title)

ATTEST: Sarah A. Galey
 Assistant Secretary

FLORIDA GAS TRANSMISSION COMPANY

CERTIFICATE OF SECRETARY

I, Kate B. Cole, hereby certify that I am Assistant Secretary of Florida Gas Transmission Company, a Delaware corporation (the "Company"), and, as such, I am familiar with its corporate records, including minutes of meetings of its Board of Directors.


I further certify that the Board of Directors, by unanimous written consent of directors dated December 15, 1992, adopted the following resolution which has not since been amended or rescinded and which is in full force and effect at the date hereof:

RESOLVED, by the Board of Directors of the Company, that effective as of December 15, 1992, the Company does hereby constitute and appoint each of the below-listed individuals as Company's agent and attorney-in-fact (without power of substitution) to make, execute and deliver, in the name and on behalf of the Company, any and all contracts for the construction and operation of Company's pipelines and related facilities, including, but not limited to, rights-of-way, easements, surface leases, deeds, construction contracts, service agreements, equipment purchase and rental agreements and all other agreements and contracts incidental to the acquisition, installation, modification, maintenance, operation and removal of Company's pipelines and related facilities:

Charles B. Bowman
Steven M. Brown
Leonard L. Hilton
Jerry D. Martin
James S. Prentice

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Company, this 13th day of April, 1993.

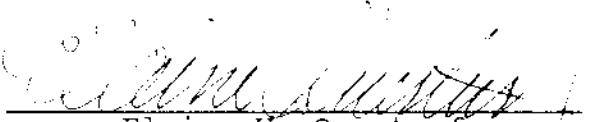




Kate B. Cole
Assistant Secretary

I, Elaine V. Overturf, Deputy Corporate Secretary of the Company, hereby certify that Kate B. Cole has been duly elected, has been duly qualified, and this day is Assistant Secretary of the Company, and that the signature above is her genuine signature.

WITNESS my hand this 13th day of April, 1993.



Elaine V. Overturf
Deputy Corporate Secretary

FLORIDA GAS TRANSMISSION COMPANY

Certificate of Secretary

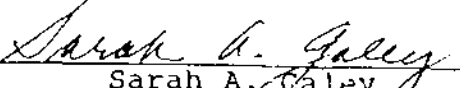
I, Sarah A. Galey, hereby certify that I am Assistant Secretary of Florida Gas Transmission Company, a Delaware corporation, and, as such, I am in charge of its corporate records, including minutes of meetings of its Board of Directors.

I further certify that the Board of Directors, by unanimous written consent of directors dated August 1, 1991, adopted the following resolution which has not since been amended or rescinded and which is in full force and effect at the date hereof:

RESOLVED, by the Board of Directors of the Company, that effective as of August 1, 1991, the Company does hereby constitute and appoint each of the below-listed individuals as Company's agent and attorney-in-fact (without power of substitution) to make, execute and deliver, in the name and on behalf of the Company, any and all contracts for the construction and operation of Company's pipelines and related facilities, including, but not limited to, rights-of-way, easements, surface leases, deeds, construction contracts, service agreements, equipment purchase and rental agreements and all other agreements and contracts incidental to the acquisition, installation, modification, maintenance, operation and removal of Company's pipelines and related facilities:

Steven M. Brown
William G. Janacek
Edwin R. Peck, Jr.
James S. Prentice
William E. Rome

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation, this 24th day of September, 1991.


Sarah A. Galey
Assistant Secretary



Florida Gas Transmission Company

P. O. Box 1188 Houston, Texas 77251-1188 (713) 853-6161

February 14, 1989

Mr. Paul C. Kaczorowski, P.E.
State Utility Engineer
Florida Department of Transportation
605 Suwannee Street - MS22
Room 476
Tallahassee, Florida 32399-0450

RE: Waiver of Corporate Seal

Dear Mr. Kaczorowski:

Florida Gas Transmission Company request that the Corporate Seal affixed to this letter be placed in your Department's files, and that further requirements for sealing Utility Permit Applications be waived.


Please provide your acknowledgment at your earliest convenience.

Corporate Seal

Very truly yours,

FLORIDA GAS TRANSMISSION COMPANY


Attested: Deputy Corporate Secretary


R E. Bradfield
Agent & Attorney-in-Fact
/s/

REB/bc
3159

CC: Steve A. Messick

FLORIDA GAS TRANSMISSION COMPANY



GENERAL OFFICES • ORLANDO AND ORANGE AVENUES • P.O. BOX 44 • WINTER PARK, FLORIDA • 32789 • TELEPHONE 644-2210

W. J. BOWEN
PRESIDENT

January 14, 1970

Insuff

Legal Department
Department of Transportation
State of Florida
Tallahassee, Florida

Gentlemen:

This letter is to provide a current schedule of officers of Florida Gas Transmission Company who are authorized to sign applications and acceptances for right-of-way use permits relative to the crossing or paralleling of pipeline and road systems within the State of Florida. The following officers are authorized to sign all applications and acceptances:

W. J. Bowen, President
H. L. Wilhite, Senior Vice President
E. P. Shanahan, Vice President and Treasurer
W. H. Gillett, Vice President -Transmission
J. M. Hoss, Vice President -Engineering
R. Y. Patterson, Jr., Vice President
W. J. Aberwald, Assistant Secretary

In addition, Mr. T. P. McPeake, Manager, Right-of-Way Department, is authorized to sign applications and acceptances for crossings or adjacent right-of-way use permits on state road systems other than interstate roads where the use permit is for a distance of less than 1,000 feet parallel to road right-of-way and on use permits for all state and county road crossings other than the interstate system.

Very truly yours,

FLORIDA GAS TRANSMISSION COMPANY

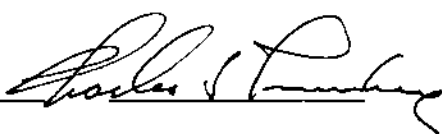
W. J. Bowen

WJA/lis

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Peggy B. Menchaca, Vice President & Secretary, 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.

Florida Gas Transmission Company 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>Charles L. Truby</u>	<u>Vice President, Operations</u>		
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 10th day of October, 1991.

Peggy B. Menchaca
Corporate Secretary

Corporate Seal

Certificate Of Incumbency And Authority
Page 2 of 2

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, this day personally appeared Gregory B. Manchaca to me well known and known to me to be the Corporate Secretary of Florida Int. Transmission Co., 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 16th day of October, 1991.



(Notary Seal)

Ruth Ann Brown
Notary Public

7/31/93
My Commission Expires