

CERTIFICATE OF AUTHORITY

I, Kathleen M. Haley, Assistant Secretary of Florida Power Corporation, do hereby certify that the titles and positions appearing below, the present and future incumbents in these positions or those relieving incumbents in these positions, are qualified and acting representatives of said corporation; that the representatives holding these titles and positions are authorized for and on behalf of said corporation to execute and deliver documents 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 POWER CORPORATION 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.

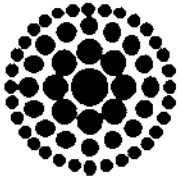
- Manager, Substation Design, Substation and Transmission Design Department
- Manager, Transmission Design, Substation and Transmission Design Department
- Manager, Acquisition/Permitting, Real Estate Department
- Liaison Specialist, Real Estate Department
- Area Engineering Supervisors for:
 - St. Petersburg Engineering
 - Walsingham Engineering
 - Clearwater Engineering
 - Seven Springs Engineering
 - Ocala Engineering
 - Inverness Engineering
 - Apopka Engineering
 - Jamestown Engineering
 - Buena Vista Engineering
 - DeLand Engineering
 - Lake Wales Engineering
 - Northern Division Engineering

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 21st day of September, 1993.

Kathleen M. Haley
Assistant Secretary

ATTEST: Kenneth E. Armstrong
Kenneth E. Armstrong, Secretary

11/7/93
KAC
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**Florida
Power**
CORPORATION

VIA OVERNIGHT MAIL

September 22, 1993

Mr. Jerry Sasser
State Utility Engineer
Florida Department of Transportation
605 Suwannee Street
Tallahassee, FL 32399-0450

RE: AUTHORIZATION OF AUTHORITY, FLORIDA POWER CORPORATION

Dear Mr. Sasser:

Attached please find a Certificate of Authority fully executed by Florida Power Corporation including the corporate seal listing those positions authorized to execute the various FDOT agreements, contracts, permit applications and other associated documents. This authorization is not restricted to the incumbent, but is extended to any person who is officially relieving or temporarily assuming the duties of the incumbent.

Please forward copies of the list to the proper FDOT personnel. If additional information or discussion is required, please call me at (813) 866-5342.

Sincerely,

FLORIDA POWER CORPORATION

Ronald K. Worley
Liaison Specialist
Real Estate Department, D2D

RKW:jcf

RKW#37:SASSER.LTR

FLORIDA POWER CORPORATION

Resolutions adopted by the Board of Directors at Regular Meeting
held May 21, 1970

WHEREAS, Florida Power Corporation is a corporation organized under the laws of the State of Florida for the purpose of operating and conducting a public utility business and, as such, constructs, operates and maintains thousands of miles of transmission and distribution lines crossing and within the right-of-way of hundreds of State roads throughout thirty-two counties in the State of Florida;

WHEREAS, Florida Power Corporation makes application for and receives hundreds of permits annually on Utility Permit Forms of the State of Florida Department of Transportation;

WHEREAS, the State of Florida Department of Transportation has adopted a new Utility Permit Form 616-01, which requires the affixing of Seal to said permit application forms and requires certain authority in the individuals making said application; and

WHEREAS, in the interest of expediency, Florida Power Corporation desires to authorize, by these Resolutions, certain responsible employees to execute said Form and, by said Resolutions, expedite the administration of said applications by furnishing the State of Florida Department of Transportation's basic document file with these Resolutions;

NOW, THEREFORE, BE IT RESOLVED, that all Florida Power Corporation employees with the title "Director, Electrical Systems Engineering," "Manager, Transmission Engineering" or "Division Engineer" shall be authorized to make application on State of Florida Department of Transportation Use Permit Form 616-01 and as the same may be revised from time to time; and

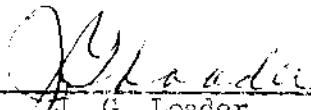
FURTHER RESOLVED, that Florida Power Corporation, by its President and Directors, do validate and confirm the existence of the Corporate Seal as if the same were affixed to all applications for Use Permits on State of Florida Department of Transportation Form 616-01, and as the same may be revised from time to time; and

FURTHER RESOLVED, that resolutions heretofore adopted concerning the use of the Corporate Seal on State Department of Transportation Utility Permits be and the same are hereby rescinded.

CERTIFICATE

THIS IS TO CERTIFY that the undersigned is Secretary of FLORIDA POWER CORPORATION, a corporation of the State of Florida; that the above and foregoing is a true and correct copy of certain resolutions duly and regularly adopted by the Board of Directors of said Company at a meeting thereof duly convened and held on the 21st day of May, 1970, at which meeting a quorum was present and voted; and that said resolutions have not been annulled, revoked or amended in any way whatsoever, but are in full force and effect.

WITNESS the signature of the undersigned as such officer of the Company, and its corporate seal hereto affixed, this 21st day of May, 1970.



J. G. Loader
Secretary

FLORIDA POWER CORPORATION

Resolutions Adopted by Board of Directors
at Meeting Held May 21, 1964

WHEREAS, Florida Power Corporation is a corporation organized under the laws of Florida for the purpose of operating and conducting a public utility business and, as such, constructs, operates and maintains thousands of miles of transmission and distribution lines crossing and within the right-of-way limits of hundreds of State Roads throughout 32 counties in the State of Florida;

WHEREAS, Florida Power Corporation makes application for and receives hundreds of permits annually on Utility Permit Form 121, Rev. 10-63, and Use Permit Form 627-1, Rev. 10-63, of the Florida State Road Department;

WHEREAS, the Florida State Road Department requires the affixing of seal to said permit application forms and requires certain authority in the individuals making said application; and

WHEREAS, in the interest of expediency, Florida Power Corporation desires to authorize, by these Resolutions, certain responsible employees to execute said forms and, by said Resolutions, expedite the administration of said applications by furnishing the Florida State Road Department's basic document file with these Resolutions;

NOW, THEREFORE, BE IT RESOLVED, that Florida Power Corporation, by its President and Directors, do hereby validate and confirm the existence of the attestation and affixing of the corporate seal as if the same were affixed to all applications for Utility Permits on Florida State Road Department Form 121, Rev. 10-63, and as the same shall be revised from time to time.

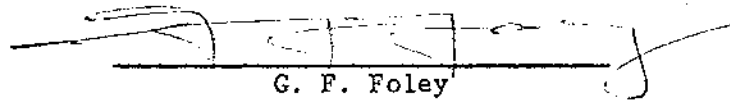
BE IT FURTHER RESOLVED, that all Florida Power Corporation

employees with the title "Division Engineer" shall be authorized to make application on Florida State Road Department Use Permit Form 627-1, Rev. 10-63, and as the same shall be revised from time to time.

BE IT FURTHER RESOLVED, that Florida Power Corporation, by its President and Directors, do hereby validate and confirm the existence of the corporate seal as if the same were affixed to all applications for Use Permits on Florida State Road Department Form 627-1, Rev. 10-63, and as the same shall be revised from time to time.

THIS IS TO CERTIFY that the undersigned is Secretary of Florida Power Corporation, a corporation of the State of Florida; that the above and foregoing is a true and correct copy of certain resolutions duly and regularly adopted by the Board of Directors of said Company at a meeting thereof duly convened and held on the 21st day of May, 1964, at which meeting a quorum was present and voted, and that said resolutions have not been annulled, revoked or amended in any way whatsoever, but are in full force and effect.

WITNESS the signature of the undersigned as such officer of the Company, and its corporate seal hereunto affixed this 22nd day of May, 1964.



G. F. Foley
Secretary

Sebring Utilities Commission

TERILL L. MORRIS
CHAIRMAN
J. NEO HANCOCK
VICE CHAIRMAN
CLIFFORD R. RHOADES
SECRETARY

381 Mango Street
Post Office Box 971
SEBRING, FLORIDA 33871-0971
Telephone: (813) 385-0191 • Fax: (813) 385-8272

BARNEY C. HART
ASSISTANT SECRETARY
W. L. KETNER
COMMISSIONER
JOE B. CALHOUN
GENERAL MANAGER

FAX TRANSMITTAL SHEET

DATE: 2/26/92 TIME: 2:25 pm

TO: Barbara Combes

DOT

FAX NO.: 534-7039

FROM: Sheeri

SEBRING UTILITIES COMMISSION

P. O. Box 971

Sebring, Florida 33871-0971

FAX NOS: Main Office: 813/385-8272

Phillips Plant: 813/655-1356

Purchasing Dept.: 813/385-7731

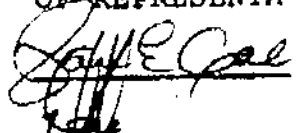

TOTAL NUMBER OF PAGES (including this cover sheet): 3

COMMENTS: _____

Purchase by
FL Power
4-1-93 dds
93

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Terrill L. Morris, 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 SEBRING UTILITIES COMMISSION, hereafter known as "COMMISSION", 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 the said COMMISSION to execute and deliver any document between said COMMISSION 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 COMMISSION is not prohibited by or in any manner restricted by the terms of said COMMISSION'S Certificate of Incorporation, its by-laws, or of any loan agreement, indenture or contract to which said COMMISSION 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, SEBRING UTILITIES COMMISSION 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.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Joe E. Calhoun</u>	<u>General Manager</u>	<u>General Manager</u>	
<u>J. Ned Hancock</u>	<u>Chairman</u>	<u>Commission Chairman</u>	
_____	_____	_____	_____
_____	_____	_____	_____

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



 Commission Secretary
 Terrill L. Morris

*Purchase by Florida Power
4-1-93*

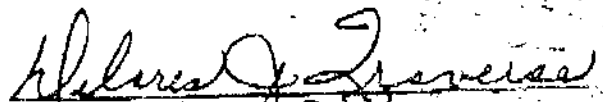
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Certificate of Incumbency and Authority
Page 2 of 2

STATE OF FLORIDA
COUNTY OF HIGHLANDS

BEFORE ME, the undersigned authority, this day personally appeared
Terrill L. Morris to me well known to me to be the
Commission Secretary of SEBRING UTILITIES COMMISSION, and who
executed the foregoing instrument for the purposes therein
mentioned and affixed thereto the official seal of said
Commission.

WITNESS MY HAND AND OFFICIAL SEAL this Tenth day of February,
1992.


Notary Public

My Commission Expires 8/14/95.

Purchase by
FL Power
7-1-93 dds
93

Purchase by Florida Power
4-1-93 dds

