

CERTIFICATE OF INCUMBENCY AND AUTHORITY

all right-of-way/easement subordinations
and utility permits

I, (LINDA G. MALONE), 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. (GULF POWER 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>D. R. SCHOFIELD</u>	<u>SUPERVISOR OF LAND SECTION</u>	_____	<u>D. R. Schofield</u>
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 30th day of APRIL, 1996.

(LINDA G. MALONE)

(ASST. SECRETARY)

ATTEST: Linda G. Malone

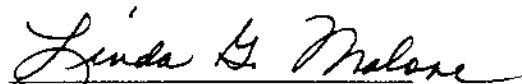
Extract from minutes of Board of Directors meeting of Gulf Power Company held February 24, 1995.

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RESOLVED, That in addition to the Executive Officers of the Company, the Supervisor of Land, or subsequent successor in title, be and hereby is authorized and directed to execute on behalf of the Company all right-of-way/easement subordinations with the State of Florida, Department of Transportation, the execution of said subordinations by such authorized employee to be binding on the Company.

The undersigned Officer of Gulf Power Company does hereby certify that the foregoing is a true and correct copy of resolution duly and regularly adopted at meeting of the Board of Directors of Gulf Power Company, held on February 24, 1995, at which a quorum was in attendance and voting throughout, and that said resolution has not since been rescinded but is still in full force and effect.

Given under my hand and the seal of said Company at its office in the City of Pensacola on this 30th day of April, 1996.



Linda G. Malone
Assistant Secretary &
Assistant Treasurer

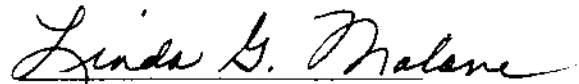
Extract from minutes of Board of Directors meeting of Gulf Power Company held April 19, 1985.

* * * * *

RESOLVED, That in addition to the Executive Officers of the Company, the Director of Power Delivery, the Manager of Distribution and the Manager of Land Department, or subsequent successors in title, be and hereby are authorized and directed to execute on behalf of the Company all utility permits with the State of Florida, Department of Transportation, the execution of said permits by such authorized employees to be binding on the Company.

The undersigned Officer of Gulf Power Company does hereby certify that the foregoing is a true and correct copy of resolution duly and regularly adopted at meeting of the Board of Directors of Gulf Power Company, held on April 19, 1985, at which a quorum was in attendance and voting throughout, and that said resolution has not since been rescinded but is still in full force and effect.

Given under my hand and the seal of said Company at its office in the City of Pensacola on this 30th day of April, 1996.



Linda G. Malone
Assistant Secretary &
Assistant Treasurer

CERTIFICATE OF INCUMBENCY AND AUTHORITY

all right-of-way/easement subordinations and utility permits *LSM*

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<u>D. R. SCHOFIELD</u>	<u>SUPERVISOR OF LAND SECTION</u>	_____	<i>D. R. Schofield</i>
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 30th day of APRIL, 19 96.

LINDA G. MALONE

(ASST. SECRETARY)

ATTEST: *Linda G. Malone*

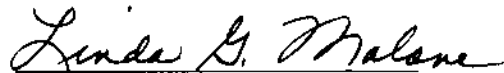
Extract from minutes of Board of Directors meeting of Gulf Power Company held February 24, 1995.

* * * * *

RESOLVED, That in addition to the Executive Officers of the Company, the Supervisor of Land, or subsequent successor in title, be and hereby is authorized and directed to execute on behalf of the Company all right-of-way/easement subordinations with the State of Florida, Department of Transportation, the execution of said subordinations by such authorized employee to be binding on the Company.

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Given under my hand and the seal of said Company at its office in the City of Pensacola on this 30th day of April, 1996.



Linda G. Malone
Assistant Secretary &
Assistant Treasurer

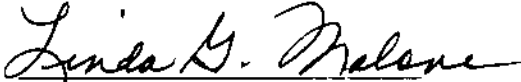
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Linda G. Malone
Assistant Secretary &
Assistant Treasurer