

CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, ( James M. Redwine ), 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. ( International Technology 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.

Table with 4 columns: NAME(S) OF REPRESENTATIVE, TITLE(S) OF REPRESENTATIVE, POSITION(S) OF REPRESENTATIVE, SIGNATURE(S) OF REPRESENTATIVE. Row 1: Frank C. Rice, Vice President, Administration, [Signature]

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 9th day of April, 1996.

[Signature] (Assistant Secretary) ATTEST: [Signature]

### CONTINUATION OF POLICIES

Upon motion made, duly seconded and unanimously carried, it was:

RESOLVED, that the Board of Directors of this Corporation hereby adopts all working policies for the conduct of this Corporation's business upon and after the effective date of the merger of this Transitory Subsidiary into ITC-Cal and for the carrying on of the activities of this Corporation's Board of Directors, adopted, by formal resolution or otherwise, by the Board of Directors of ITC-Cal, and confirms and ratifies all such policies as though adopted by this Corporation as of the date hereof.

### DELEGATION OF AUTHORITY TO CORPORATE OFFICERS

On motion made, duly seconded and unanimously carried it was:

RESOLVED, that the authority to do or cause to be done all such acts and things and to make, execute and deliver or cause to be made, executed or delivered all documents and instruments in the name and on behalf of this Corporation or otherwise, including by not limited to, the authority to (i) approve the acquisition or disposition of businesses or assets, (ii) borrow funds or guarantee the repayment of funds borrowed by others, (iii) approve capital expenditures, (iv) enter into agreements, (v) approve the institution and settlement of litigation, (vi) approve contracts with customers, (vii) execute leases, deeds, notes, certificates and other instruments, be, and the same hereby is, granted to the same officers and other personnel of this Corporation, and in the same manner and to the same extent, as presently granted to officers and other personnel of ITC-Cal.

### GENERAL AUTHORIZATION

Upon motion made, duly seconded and unanimously carried, it was:

RESOLVED, that the officers of this Corporation be, and they hereby are, authorized on behalf of the Corporation to execute such other documents and to take such further action as such officer or officers may deem necessary or appropriate to carry out the foregoing resolutions and the transactions contemplated thereby.



**INTERNATIONAL  
TECHNOLOGY  
CORPORATION**

December 20, 1994

Florida Department of Transportation  
Office of General Counsel  
605 Suwannee Street, MS-58  
Tallahassee, Florida 32399-0458

**RE: WAIVER OF CORPORATE SEAL**

Dear Office of General Counsel:

Please accept this letter pursuant to the "Waiver of Corporate Seal" to be on file with the State of Florida Department of Transportation, Tallahassee, Florida, as required by the FDOT Special Use Permit and Utility Permit forms (in Compliance with Chapter 337, Florida Statute).

Sincerely,

Frank C. Rice  
Vice President

FCR:na

Corporate Seal

911 DEC 27 PM 2:52  
STATE OF FLORIDA  
DEPARTMENT OF TRANSPORTATION

NANTOUNWAIVER.SL

Corporate Headquarters

23456 Hawthorne Boulevard • Torrance, California 90505-4738 • 310-378-9933 • FAX: 310-791-2587

*IT Corporation is a wholly owned subsidiary of International Technology Corporation*