
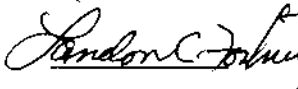
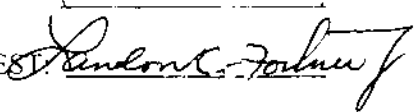


CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, (Landon C. Fortner, Jr.), 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. (Okeechobee Utility Authority) 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>Vince LaMariana</u>	<u>Chairman</u>	<u>Board Member</u>	
<u>Landon C. Fortner, Jr.</u>	<u>Executive Director</u>	<u>Employee/secret</u>	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 13th day of MARCH, 1996.

 ATTEST: 

RESOLUTION 96-3

A RESOLUTION AUTHORIZING EXECUTION OF UTILITIES RELOCATION MASTER AGREEMENTS FOR THE ADJUSTMENT, CHANGE OR RELOCATION OF CERTAIN UTILITIES WITHIN THE RIGHT-OF-WAY LIMITS OF THE STATE HIGHWAY SYSTEM, AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Department proposed to engage in certain projects for constructing, reconstructing or otherwise changing a portion of the State Highway System, which shall call for the location, protection, and/or relocation and adjustment of the Okeechobee Utility Authority utilities on said Projects; and

WHEREAS, the plans for the said construction, reconstruction or other changes are to be reviewed by the State of Florida Department of Transportation and the Okeechobee Utility Authority.

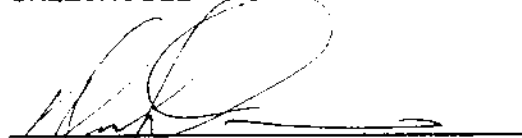
WHEREAS, the State of Florida Department of Transportation has presented the Okeechobee Utility Authority with Utilities Relocation Master Agreements to circumvent the current necessity of processing a separate agreement for each individual state highway project involving Okeechobee Utility Authority utilities.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE OKEECHOBEE UTILITY AUTHORITY, OKEECHOBEE, FLORIDA that the Chairman and Executive Director be and they are hereby authorized and directed to make, execute and deliver to the State of Florida Department of Transportation a Utilities Relocation Master Agreement (at the Department's Expense) and a Utilities Relocation Master Agreement (at the Utility Owners Expense).

BE IT FURTHER RESOLVED that a certified copy of this Resolution be forwarded to the State of Florida Department of Transportation at Tallahassee, Florida.

INTRODUCED AND PASSED by the Board of the Okeechobee Utility Authority, Okeechobee, Florida, in regular session, this 12th day of MARCH, 1996.

OKEECHOBEE UTILITY AUTHORITY

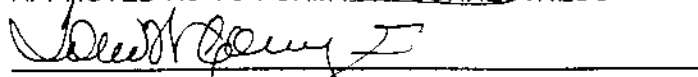


Vincent LaMariana
Chairman

ATTEST:


Landon C. Fortner, Jr., Clerk/Executive Director

APPROVED AS TO FORM AND CORRECTNESS


Tom Conely, OUA Attorney