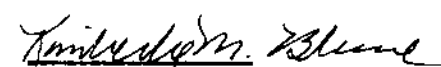

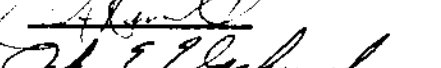
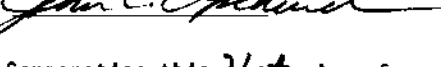
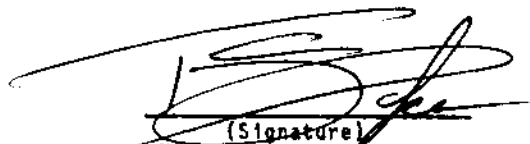


CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Theodore C. Pope, 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 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. Orlando 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. 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>Kimberly M. Blume</u>	<u>Director</u>	Head of <u>Electric Engr.</u>	
<u>Robert L. Aasheim</u>	<u>Superintendent</u>	Head of <u>Underground Engr.</u>	
<u>Clifford A. Russell</u>	<u>Assistant Manager</u>	<u>Assistant Head of Water Operations</u>	
<u>John E. Upchurch</u>	<u>Superintendent</u>	Head of Water <u>Engineering</u>	

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 21st day of December, 1990.


(Signature)
EXECUTIVE VICE PRESIDENT
(Title)

ATTEST: Betty J. Purrow
ASSISTANT SECRETARY



ORLANDO UTILITIES COMMISSION

500 SOUTH ORANGE AVENUE • P. O. BOX 3193 • ORLANDO, FLORIDA 32802 • 305/423-9100

W. M. SANDERLIN
President

April 18, 1984

JAMES H. PUGH, JR.
First Vice President

Phil Bennett, Esq.
Chief Administrative Lawyer
Florida Department of Transportation
Haydon Burns Building, Room 562
605 Suwannee Street
Tallahassee, Florida 32301

ROYCE B. WALDEN
Second Vice President

RE: Filing Orlando Utilities Commission's Corporate Seal

Dear Mr. Bennett:

BILL FREDERICK
Mayor

In accordance with our telephone conversation this date, and in accordance with the July 1979 Utility Accommodation Guide for D.O.T., page 2, paragraph 2B(2), Orlando Utilities Commission requests the filing of our Corporate Seal for our water and electric utility permits. Our Corporate Seal is affixed at the bottom of this letter.

GRACE C. LINDBLOM
Past President

This waiver will aid us in our administrative flow of paperwork so that we can be more efficient and provide our customers a faster service.

HARRY C. LUFF
Executive Vice President
& General Manager

If I can be of any assistance to you in the Orlando area, please do not hesitate to call me.

Very truly yours,

Thomas B. Tart
Staff Counsel

TBT/lss

CC: Mr. H. C. Luff
Mr. R. L. Claudy
Mr. R. M. Clarke
Mr. W. O. Downs, D.O.T.
Maintenance Engineer

GURNEY & HANDLEY, P.A.
General Counsel
J. THOMAS GURNEY, SR.
P.O. Box 1273
Orlando, FL 32802
305/843-9500

CORPORATE SEAL