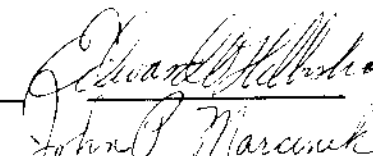
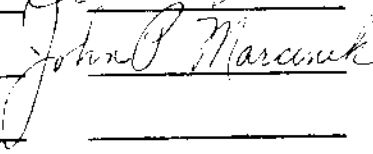


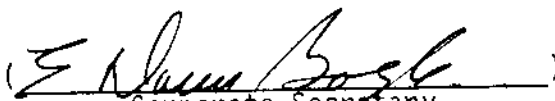
CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, E. Davis Bogle, 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.

Underground Services, Inc. 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>Edward O. Hilbush, III</u>	<u>President</u>	<u>President</u>	
<u>John P. Marcinek</u>	<u>Vice President</u>	<u>Vice President</u>	
_____	_____	_____	_____
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 3<sup>rd</sup> day of APRIL, 1991.

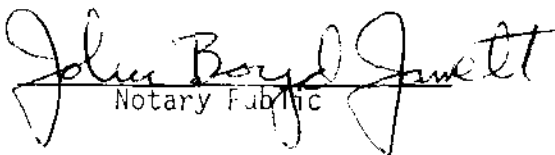
  
Corporate Secretary

Corporate Seal

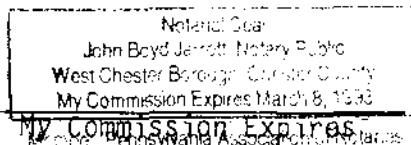
STATE OF ~~FLORIDA~~ PA.  
COUNTY OF CHESTER

BEFORE ME, the undersigned authority, this day personally appeared E. Davis Bogle to me well known and known to me to be the Corporate Secretary of Underground Services, Inc., and who executed the foregoing instrument for the purposes therein mentioned and affixed thereto the official seal of said Corporation.

WITNESS MY HAND AND OFFICIAL SEAL this 3<sup>rd</sup> day of April, 19 91.

  
Notary Public

(Notary Seal)



KGP

This Certificate is issued as a matter of information only and confers no rights upon the certificate holder. This Certificate does not amend, extend or alter the coverage afforded by the policies below.

Name and Address of Agency	Companies Affording Coverage
Dumas & Company	Letter A - Reliance Insurance Company
P.O. Box 107	
Salem, MO 64601	Letter B
Name and Address of Insured	Letter C
Underground Services, Inc.	Letter D
492 South Bolivar Street	
West Chester, MO 64091	
ATTN: Mr. Rosemary Taylor	



This is to certify that policies of insurance listed below have been issued to the insured named above for the policy period indicated, notwithstanding any requirement, term or condition of any contract or other document with respect to which this certificate may be issued or may pertain. The insurance afforded by the policies described herein is subject to all the terms, conditions, and conditions of such policies. The limits shown may have been reduced by paid claims.

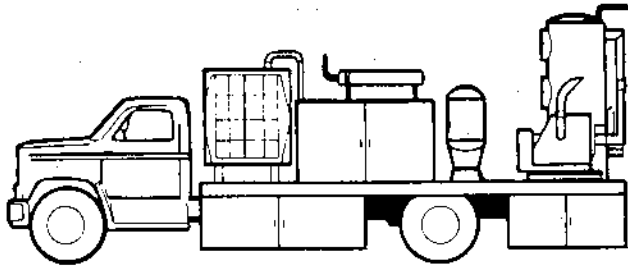
Class	Type of Insurance	Policy #	Policy Effective	Policy Duration	Limits of Liability (000's), As of Policy Inception
<b>--- GENERAL LIABILITY ---</b>					
A	Commercial General Liability - Marine Mgmt. - Miscellaneous - Products & Contractors Protective	089436550	10/15/91	10/15/92	General Aggregate \$0,000 Products-Compl'ns. Aggregate \$0,000 Personal & Advertising Injury \$1,000 Fair Occupancy \$1,000 Tort Damages (Any One Person) \$1,000 Medical Expenses (Any One Person) \$1,000
<b>--- AUTOMOBILE LIABILITY ---</b>					
A	Auto - All Other Autos - Owned Autos - Non-Owned Autos - Family Liability	089436596	10/15/91	10/15/92	SOB B.I. Per Person \$ B.I. Per Accident \$ Property Damage \$
<b>--- CYCLES LIABILITY ---</b>					
A	Mileage - Fair - Other than Mileage	089436599	10/15/91	10/15/92	Fair Occupancy Aggregate \$1,000 Aggregate \$1,000
<b>--- WORKERS COMPENSATION ---</b>					
	Workers Compensation and Employers Liability				STATES Per Accident \$ Disease Policy Limit \$ Disease Per Employee \$
<b>OTHER</b>					

Description of Operation/Qualities/Vehicles/Restrictions/Special Uses

CAUTION: Should any of the above described policies be cancelled before the expiration date thereof, the issuing company will endeavor to call 30 days written notice to the certificate holder named above, but failure to call and notice shall waive no obligation or liability of any kind upon the company, its agents or representatives.

Certificate Holder  
 412 1/2 S. 2nd  
 Blue Hill #1  
 P.O. Box 1248  
 Blue Hill, MO 64600  
 ATTN: W.L. Childers

Authorized Representative  
  
 \_\_\_\_\_  
 Gilson S. Greene



UNDERGROUND  
SERVICES, INC.

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April 3, 1991

Mr. W. L. Childs, Jr  
District Utility Engineer  
State of Florida  
Department of Transportation  
801 North Broadway  
P. O. Box 1249  
Bartow, FL 33830-1249

Dear Mr. Childs:

Enclosed please find our completed and notarized "Certificate of Incumbency and Authority" for your files.

If we you should have any further questions, please feel free to contact me.

Sincerely,

*Edward O Hilbush III ras*  
Edward O. Hilbush, III  
President

EOH/ras  
Enclosure



**UNDERGROUND SERVICES, INC.**

P.O. BOX 39, WEST CHESTER, PA 19381  
(215) 696-9220  
FAX: (215) 344-7519

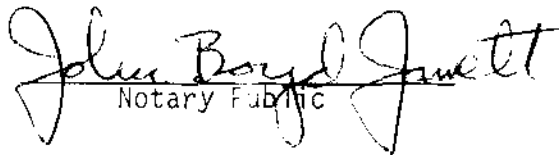


Certificate Of Incumbency And Authority  
Page 2 of 2

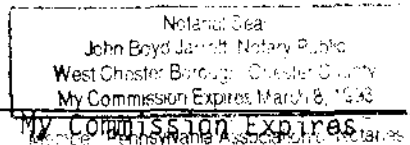
STATE OF ~~FLORIDA~~ PA.  
COUNTY OF CHESTER

BEFORE ME, the undersigned authority, this day personally appeared E. Davis Bogle to me well known and known to me to be the Corporate Secretary of Underground Services, Inc., and who executed the foregoing instrument for the purposes therein mentioned and affixed thereto the official seal of said Corporation.

WITNESS MY HAND AND OFFICIAL SEAL this 3<sup>rd</sup> day of April, 1991.

  
Notary Public

(Notary Seal)



KSP

This Certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend, extend or alter the coverage afforded by the policies below.

<p>Name and Address of Agency          Quinn &amp; Company          P.O. Box 100          Tampa, FL 33611</p>	<p>Companies Affording Coverage          Letter A: Reliance Insurance Company          Letter B          Letter C          Letter D</p>
<p>Name and Address of Insured          Underground Services, Inc.          408 South Bolivar Street          West Chester, OH 43081          ATTN: Mr. Gregory Taylor</p>	



This is to certify that policies of insurance listed below have been issued to the insured named above for the policy period indicated notwithstanding any requirement, term or condition of any contract or other document with respect to which this certificate may be issued to any person. The insurance afforded by the policies described herein is subject to all the terms, exclusions, and conditions of such policies. The limits shown may have been reduced by paid claims.

Class	Type of Insurance	Policy #	Policy Effective	Policy Expiration	Limits of Liability (000's)	As of Policy Inception
<b>GENERAL LIABILITY</b>						
A	Commercial General Liability	080095727	10/15/91	10/15/92	General Aggregate	\$1,000,000
					Products-Comp./Ops. Aggregate	\$1,000,000
					Personal & Advertising Injury	\$1,000,000
					Fair Share	\$1,000,000
					First Damage Per Occurrence	\$1,000,000
					Medical Expense (Any One Person)	\$10,000
<b>AUTOMOBILE LIABILITY</b>						
A	Auto Auto	089436596	10/15/91	10/15/92	BI	\$1,000,000
					BI, Per Person	\$
					BI, Per Accident	\$
					Property Damage	\$
<b>EXCESS LIABILITY</b>						
A	Auto-Excess	013409585	10/15/91	10/15/92	Excess Automobile	\$1,000,000
					Aggregate	\$1,000,000
<b>WORKERS COMPENSATION</b>						
					STATUTORY	
					Death Accident	\$
					Disability Policy Limit	\$
					Disability Each Employee	\$

Special Terms of Conditions/Exclusions/Vehicle Restrictions/Special Items

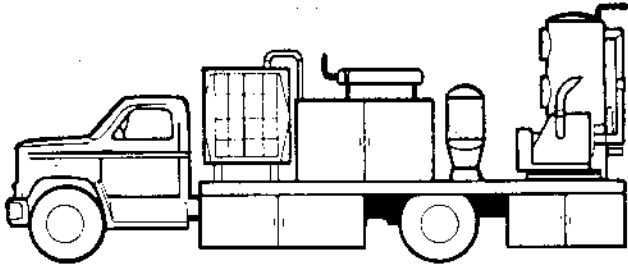
**CANCELLATION:** Should any of the above described policies be cancelled before the expiration date thereof, the issuing company will endeavor to give 30 days written notice to the certificate holder named below, our failure to do so shall impose no obligation or liability of any kind upon the company, its agents or representatives.

Quinn & Co. Inc.  
 1100 N. 1st St.  
 P.O. Box 100  
 Tampa, FL 33611  
 ATTN: Mr. Gregory Taylor

Authorized Representative

*[Signature]*

Glenn S. Fisher



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cc our file*

April 3, 1991

Mr. W. L. Childs, Jr  
District Utility Engineer  
State of Florida  
Department of Transportation  
801 North Broadway  
P. O. Box 1249  
Bartow, FL 33830-1249

Dear Mr. Childs:

Enclosed please find our completed and notarized "Certificate of Incumbency and Authority" for your files.

If we you should have any further questions, please feel free to contact me.

Sincerely,

*Edward O Hilbush III ras*  
Edward O. Hilbush, III  
President

EOH/ras  
Enclosure



**UNDERGROUND SERVICES, INC.**

P.O. BOX 39, WEST CHESTER, PA 19381  
(215) 696-9220  
FAX: (215) 344-7519