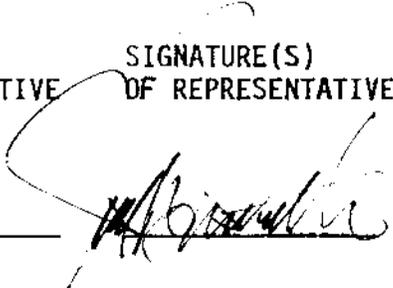


CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Carol Ann Dalldorf, 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.

Florida Cities Water 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
Paul H. Bradtmiller	Executive Vice President - Chief Operating Officer		
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 7th day of February, 1992.

  
 Assistant Corporate Secretary

Corporate Seal

STATE OF FLORIDA  
COUNTY OF

BEFORE ME, the undersigned authority, this day personally appeared Carol Ann Dalldorf to me well known and known to me to be the Corporate Secretary of Florida Cities Water Company, 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 11th day of February, 1992.

  
Deborah O. Sullivan  
Notary Public

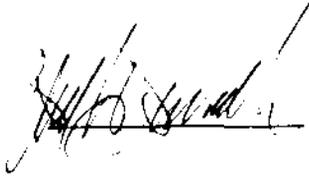
(Notary Seal)

March 19, 1993  
My Commission Expires

**CERTIFICATE OF INCUMBENCY AND AUTHORITY**

I, Carol Ann Dalldorf, 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.

Florida Cities Water 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
Paul H. Bradtmiller	Executive Vice President & Chief Operating Officer		
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 21st day of February, 19 92.

  
 \_\_\_\_\_  
 Corporate Secretary

Corporate Seal

STATE OF FLORIDA  
COUNTY OF

BEFORE ME, the undersigned authority, this day personally appeared Carol Ann Dalldorf to me well known and known to me to be the Corporate Secretary of Florida Cities Water Co., 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 11th day of February 19 92.

  
Notary Public

(Notary Seal)

March 19, 1993

My Commission Expires

FLORIDA

LAWTON CHILES  
GOVERNOR



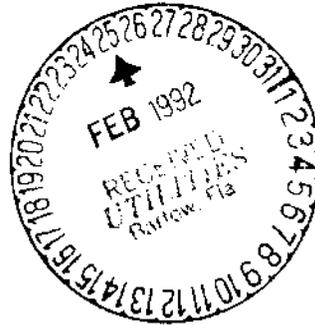
DEPARTMENT OF TRANSPORTATION

BEN G. WATTS  
SECRETARY

*File under of Seal*

801 North Broadway  
Post Office Box 1249  
Bartow, Florida 33830-1249  
(813) 533-8161  
February 18, 1992

Ms. Carol Dalldorf  
Florida Cities Water Company  
Post Office Box 21119  
4837 Swift Road  
Sarasota, Florida 34276-4119



Dear Ms. Dalldorf:

As per our conversation this date I am returning a Utility Agreement for State Job #12040-6514 and Certificate of Incumbency and Authority for you to execute.

If you should have any questions, please do not hesitate in contacting me.

Sincerely,

W. L. Childs, Jr.  
District Utility Engineer

*Sunny J. DeCoster SR*  
By: Sunny J. DeCoster, Sr.  
Assistant Utility Engineer

WLC/GJD/smb  
Enclosure