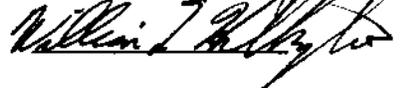


CERTIFICATE OF INCUMBENCY AND AUTHORITY

I, Dore Straley, 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.

Lee County Electric Cooperative, 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 corporative action or resolution to this effect.

NAME(S) OF REPRESENTATIVE	TITLE(S) OF REPRESENTATIVE	POSITION(S) OF REPRESENTATIVE	SIGNATURE(S) OF REPRESENTATIVE
<u>Scott Sidney</u>	<u>Director of Eng. & Operations</u>		
<u>William Hetherington</u>	<u>Manager of Eng. Design</u>		
_____	_____	_____	_____
_____	_____	_____	_____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 13 day of May, 1991.

(Dore Straley)
Corporate Secretary

Corporate Seal

Certificate Of Incumbency And Authority
Page 2 of 2

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, this day personally appeared Dore Straley to me well known and known to me to be the Corporate Secretary of Lee County Electric Cooperative, 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 13 day of May, 19 91.

Darlene D'Albrito
Notary Public

(Notary Seal)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. FEB. 25, 1995
BONDED THRU GENERAL INS. UND.

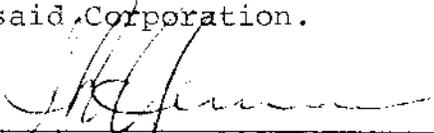
My Commission Expires

EXCERPT FROM THE REGULAR MEETING OF THE
BOARD OF TRUSTEES OF THE LEE COUNTY ELECTRIC
COOPERATIVE, INC., FORT MYERS, FLORIDA, HELD
JUNE 27, 1972

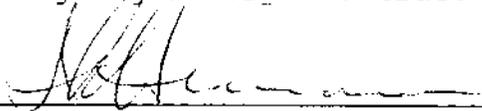
Following is a true excerpt from the Minutes of the Meeting held by the Board of Trustees of the Lee County Electric Cooperative, Inc., Fort Myers, Lee County, Florida, at 9:30 a.m. on June 27, 1972:

"Management requested that the Board authorize Chief Engineer Roswell Sherling to be allowed to sign State Road applications, Quit Claim Deeds, and other matters pertaining to the State Road Department and be permitted the use of the company seal for this purpose. Trustee Herman moved and Trustee Hayford seconded a motion authorizing the above."

Witness my hand and seal of said Corporation.


Secretary of the Lee County Electric
Cooperative, Inc.

I. R. Herman, being first duly sworn, says that the matters and things contained in the foregoing excerpt is true.


Sworn to and subscribed before
me the 27 day of June, 1972.


Notary Public

My Commission expires _____