

HOPPING GREEN SAMS & SMITH
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS

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PETER C. CUNNINGHAM
RALPH A. DiMEO
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CHERYL G. STUART
W. STEVE SYKES
T. KENT WETHERELL, II
OF COUNSEL
ELIZABETH C. BOWMAN

June 22, 1998

Ms. Blanca Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Docket No. 980341-SU KW Resort Utilities Corp.

Dear Ms. Bayo:

Enclosed for filing are the following:

1. The original certificate of the utility.
2. A copy of the Secretary of State's certificate indicating that the corporation is active.
3. Affidavits regarding the renoticing of the matter and proof of publication in the newspaper.
4. With respect to corporate reorganization, the revised chart will be included in the tariff. It shows that WS Utility Inc. owns all of the stock of K W Resort Utilities Corp., and that William L. Smith, Jr. is the sole stockholder of WS Utility Inc.
5. With respect to environmental matters covered by Rule 25-30.037(3)(h), F.A.C., SFG Environmental Consultants Inc. have completed their Phase I Environmental Site Assessment. Based on this investigation, the buyer states that the system being acquired appears to be in satisfactory condition and in compliance with all applicable standards set by the DEP.
6. A revised tariff, which includes the revised legals, is being provided under separate cover.

ACK _____
AFA _____
APP _____
CAF _____
CMU _____
CTR _____
EAG _____
LEG 1
LIN _____
OPC _____
RCH _____
SEC 1
WAS Brady
OTH _____

RECEIVED & FILED

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

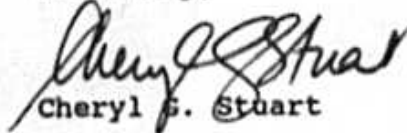
06611 JUN 22 88

FPSC-RECORDS/REPORTING

Ms. Blanca Bayo
Page 2
June 22, 1998

If you have any additional questions, please feel free to call me. Thank you for your assistance in this matter.

Sincerely,


Cheryl E. Stuart

cc: w/attachments
John Williams
Patricia Brady
Shannon Fleming
Bill Smith (w/o attachments)

Certificate of Service

I hereby certify that a true and correct copy of the foregoing has been furnished by regular mail to the following party this 22nd day of June 1998.

F. Marshall Deterding
Rose, Sundstrom & Bentley, LLP
2548 Blairstone Pines Drive
Tallahassee, FL 32301



State of Florida



Department of State

I certify from the records of this office that K W RESORT UTILITIES CORP., is a corporation organized under the laws of the State of Florida, filed on December 18, 1984.

The document number of this corporation is H34618.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1998, that its most recent annual report was filed on June 3, 1998, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eighth day of June, 1998



CR2EO22 (2-85)

Sandra B. Northam
Secretary of State



FLORIDA PUBLIC SERVICE COMMISSION

CERTIFICATE NUMBER

168-S

Upon consideration of the record it is hereby ORDERED that authority be and is hereby granted to

K. W. Resort Utilities Corp.

Whose principal address is

6450 E. Junior College Road

Key West, Florida 33040 (Monroe County)

to provide sewer service in accordance with the provisions of Chapter 367, Florida Statutes, the Rules, Regulations and Orders of this Commission in the territory described by the Orders of this Commission.

This Certificate shall remain in force and effect until suspended, cancelled or revoked by Orders of this Commission.

ORDER 15658 DATED 2-12-86 DOCKET 850194-SU

ORDER _____ DATED _____ DOCKET _____

ORDER _____ DATED _____ DOCKET _____

ORDER _____ DATED _____ DOCKET _____

BY ORDER OF THE
FLORIDA PUBLIC SERVICE COMMISSION

Commission Clerk

Executive Director

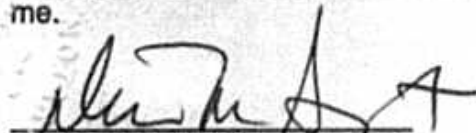
AFFIDAVIT

I, Michelle Brownlee, hereby certify that I am employed by Davis Water Analysis, Inc. I further certify that the attached notice was mailed by regular mail to all customers of record of KW Resort Utilities Corporation on June 1, 1998.

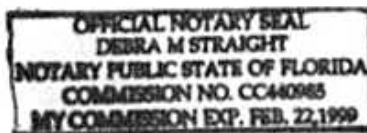

Michelle Brownlee

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was sworn or affirmed and subscribed before me this 9th day of June, 1998 by Michelle Brownlee, who is personally known to me.


Debra M. Straight
Notary Public, State of Florida
Commission No. CC440985
Expiration: February 22, 1999

(SEAL)



**NOTICE OF APPLICATION FOR TRANSFER OF
MAJORITY ORGANIZATION CONTROL
(Section 367.071, Florida Statutes)**

LEGAL NOTICE—TECHNICAL CORRECTION

Notice is hereby given that on March 5, 1998, pursuant to s. 367.071, F.S., an application for transfer of majority organizational control of kW Resort Utilities Corp. was filed. Notice was previously given that the application was for a transfer of Wastewater Certificate No. 168-S from KW Resort Holdings Corp. to WS Utility, Inc. This notice is given because the Public Service Commission has determined that under PSC Rules, technically this application will be processed as a transfer of majority organizational control (stock purchase) rather than a certificate transfer. The contents of the application remain the same as filed. The utility, KW Resort Utilities Corp., provides service to the following described territory in Monroe County, Florida:

The utility serves land in Township 67 South, Range 25 East, Sections 26 and 35. Its territory includes the south side of Stock Island. That portion of the territory is bounded on the south and west by water, and on the east by Maloney/MacDonald Avenue. In addition, the utility serves land bounded on the south by U. S. 1 and on the north, east and west by Junior College Road. This land includes the Key West Golf Club. Its service territory does not include the Lower Florida Keys Health Systems building.

The certificated service area of the utility is not changed by the stock purchase.

Any objection to the application for transfer of majority organizational control must be made in writing and filed within 30 days from this date to the Director, Division of Records and Reporting, Florida Public Service Commission, 2540 Shumard Oak Boulevard, Tallahassee, FL 32399-0850. Any objection must state the grounds for the objection with particularity. A copy of said objection should be mailed to the applicant whose address is:

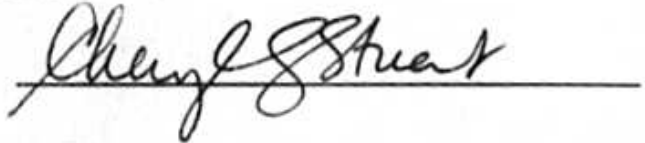
KW Resort Utilities Corporation
c/o WS Utility, Inc.
6450 Junior College Road
Key West, FL 33040

Date of Notice: June 1, 1998

FILE COPY

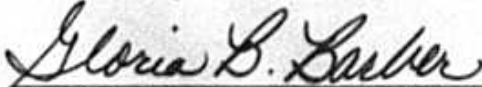
AFFIDAVIT

I, Cheryl G. Stuart, hereby certify that notice of application for transfer of majority organizational control was mailed by regular mail to all governing municipalities, counties, privately owned water and wastewater utilities certificated by the Florida Public Service Commission, regional planning council, Office of Public Counsel, and the water management district in Monroe County, as identified on the list provided by the Florida Public Service Commission, as well as the Department of Environmental Protection (regional office), in accordance with Section 367.045, Florida Statutes and Rule 25-30.030, F.A.C.

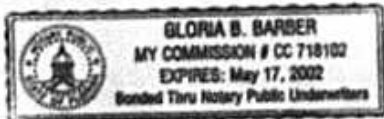


STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was sworn or affirmed and subscribed before me this 22nd day of June, 1998 by Cheryl G. Stuart, who is personally known to me.



Gloria B. Barber
Notary Public, State of Florida
Commission No. _____
Expiration: _____



HOPPING GREEN SAMS & SMITH

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ATTORNEYS AND COUNSELORS

123 SOUTH CALHOUN STREET

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T. KENT WETHERELL, II

OF COUNSEL
ELIZABETH C. BOWMAN

May 26, 1998

Mayor, City of Key West
Post Office Box 1409
Key West, FL 33041-1490

Re: Notice of Application For Transfer of Majority
Organizational Control

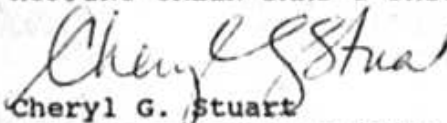
To Whom It May Concern:

As required by Florida Public Service Commission rule, enclosed please find a Notice of Application For Transfer of Majority Organizational Control from KW Resort Holdings Corp to WS Utility Inc.

As provided in the notice, any objection to the application must be filed with the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, FL 32399-0870 no later than 30 days from this date. A copy of any objection should also be sent to the address on the notice.

Sincerely,

HOPPING GREEN SAMS & SMITH, P.A.



Cheryl G. Stuart
Attorneys for WS Utility, Inc.

Enclosure

NOTICE OF APPLICATION FOR TRANSFER OF
MAJORITY ORGANIZATIONAL CONTROL
(Section 367.071, Florida Statutes)

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The certificated service area of the utility is not changed by the stock purchase.

Any objection to the application for transfer of majority organizational control must be made in writing and filed within 30 days from this date to the Director, Division of Records and Reporting, Florida Public Service Commission, 2540 Shumard Oak Boulevard, Tallahassee, FL 32399-0850. Any objection must state the grounds for the objection with particularity. A copy of said objection should be mailed to the applicant whose address is:

KW Resort Utilities Corporation
c/o WS Utility, Inc.
6450 Junior College Road
Key West, FL 33040

Date of Notice: May 26, 1998

HOPPING GREEN SAMS & SMITH

PROFESSIONAL ASSOCIATION

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123 SOUTH CALHOUN STREET

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TALLAHASSEE, FLORIDA 32314

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W. STEVE STYKES
T. KENT WETHERELL, II

OF COUNSEL
ELIZABETH C. BOWMAN

May 26, 1998

KW Resort Utilities Corporation
c/o Davis Water Analysis
Joe Davis
Post Office Box 2125
Key West, FL 33045-2125

Re: Notice of Application For Transfer of Majority
Organizational Control


Dear Mr. Davis:

As required by Florida Public Service Commission rule,
enclosed please find a Notice of Application For Transfer of
Majority Organizational Control from KW Resort Holdings Corp to WS
Utility Inc.

As provided in the notice, any objection to the application
must be filed with the Director, Division of Records and Reporting,
2540 Shumard Oak Boulevard, Tallahassee, FL 32399-0870 no later
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Sincerely,

HOPPING GREEN SAMS & SMITH, P.A.


Cheryl G. Stuart
Attorneys for WS Utility, Inc.

Enclosure

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6450 Junior College Road
Key West, FL 33040

Date of Notice: May 26, 1998

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T. KENT WETHERELL, II

OF COUNSEL
ELIZABETH C. BOWMAN

May 26, 1998

Key Haven Utility Corporation
A. Wayne Lujan
Post Office Box 2067
Key West, FL 33045-2067

Re: Notice of Application For Transfer of Majority
Organizational Control

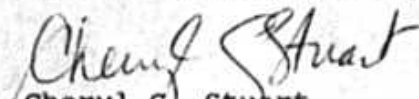
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Cheryl G. Stuart
Attorneys for WS Utility, Inc.

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OF COUNSEL
ELIZABETH C. BOWMAN

May 26, 1998

Clerk, Board of County Commissioners,
Monroe County
500 Whitehead Street
Key West, FL 33040-6547

Re: Notice of Application For Transfer of Majority
Organizational Control

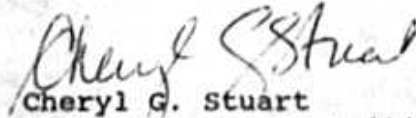
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May 26, 1998

Department of Environmental Protection
South District
2295 Victoria Avenue
Suite 364
Fort Myers, FL 33901

Re: Notice of Application For Transfer of Majority
Organizational Control

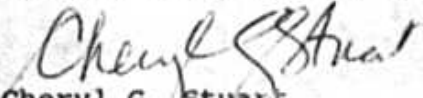
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As provided in the notice, any objection to the application must be filed with the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, FL 32399-0870 no later than 30 days from this date. A copy of any objection should also be sent to the address on the notice.

Sincerely,

HOPPING GREEN SAMS & SMITH, P.A.


Cheryl G. Stuart
Attorneys for WS Utility, Inc.

Enclosure

NOTICE OF APPLICATION FOR TRANSFER OF
MAJORITY ORGANIZATIONAL CONTROL
(Section 367.071, Florida Statutes)

LEGAL NOTICE--TECHNICAL CORRECTION

Notice is hereby given that on March 5, 1998, pursuant to s. 367.071, F.S., an application for transfer of majority organizational control of KW Resort Utilities Corp. was filed. Notice was previously given that the application was for a transfer of Wastewater Certificate No. 168-S from KW Resort Holdings Corp. to WS Utility, Inc. This notice is given because the Public Service Commission has determined that under PSC rules, technically this application will be processed as a transfer of majority organizational control (stock purchase) rather than a certificate transfer. The contents of the application remain the same as filed. The utility, KW Resort Utilities Corp., provides service to the following described territory in Monroe County, Florida:

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KW Resort Utilities Corporation
c/o WS Utility, Inc.
6450 Junior College Road
Key West, FL 33040

Date of Notice: May 26, 1998

HOPPING GREEN SAMS & SMITH

PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS

123 SOUTH CALHOUN STREET

POST OFFICE BOX 6526

TALLAHASSEE, FLORIDA 32314

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FAX (850) 224-8551

FAX (850) 425-3415

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FRANK E. MATTHEWS
RICHARD D. NELSON

May 26, 1998

Mayor, City of Key Colony Beach
Post Office Box 141
Key Colony Beach, FL 33051-0141

Re: Notice of Application For Transfer of Majority
Organizational Control

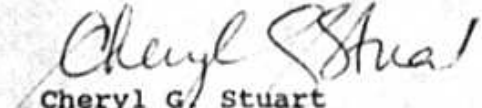
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RICHARD D. MELSON

May 26, 1998

Mayor, City of Layton
Post Office Box 778
Long Key, FL 33041-1490

Re: Notice of Application For Transfer of Majority
Organizational Control

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OF COUNSEL
ELIZABETH C. BOWMAN

May 26, 1998

South Florida Regional
Planning Council
3440 Hollywood Blvd., Suite 140
Hollywood, FL 32201

Re: Notice of Application For Transfer of Majority
Organizational Control

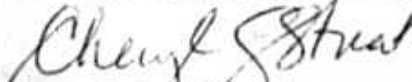
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ELIZABETH C. BOWMAN

May 26, 1998

South Florida Water Management District
P. O. Box 24680
West Palm Beach, FL 33416-4680

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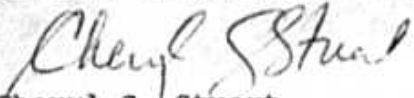
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OF COUNSEL
ELIZABETH C. BOWMAN

May 26, 1998

State of Florida Public Counsel
c/o The House of Representatives
The Capitol
Tallahassee, FL 32399-1300

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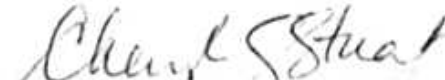
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May 26, 1998

Florida Public Service Commission
Division of Records and Reporting
Ms. Blanca S. Bayo, Director
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

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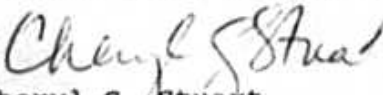
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JONATHAN T. JOHNSON
ROBERT A. MANNING
FRANK E. MATTHEWS
RICHARD D. NELSON

May 26, 1998

Environmental Protection Agency
Water Management Division
61 Forsyth Street
Atlanta, GA 30303

Re: Notice of Application For Transfer of Majority
Organizational Control


To Whom It May Concern:

As required by Florida Public Service Commission rule, enclosed please find a Notice of Application For Transfer of Majority Organizational Control from KW Resort Holdings Corp to WS Utility Inc.

As provided in the notice, any objection to the application must be filed with the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, FL 32399-0870 no later than 30 days from this date. A copy of any objection should also be sent to the address on the notice.

Sincerely,

HOPPING GREEN SAMS & SMITH, P.A.


Cheryl G. Stuart
Attorneys for WS Utility, Inc.

Enclosure

NOTICE OF APPLICATION FOR TRANSFER OF
MAJORITY ORGANIZATIONAL CONTROL
(Section 367.071, Florida Statutes)

LEGAL NOTICE--TECHNICAL CORRECTION

Notice is hereby given that on March 5, 1998, pursuant to s. 367.071, F.S., an application for transfer of majority organizational control of KW Resort Utilities Corp. was filed. Notice was previously given that the application was for a transfer of Wastewater Certificate No. 168-S from KW Resort Holdings Corp. to WS Utility, Inc. This notice is given because the Public Service Commission has determined that under PSC rules, technically this application will be processed as a transfer of majority organizational control (stock purchase) rather than a certificate transfer. The contents of the application remain the same as filed. The utility, KW Resort Utilities Corp., provides service to the following described territory in Monroe County, Florida:

The utility serves land in Township 67 South, Range 25 East, Sections 26 and 35. Its territory includes the south side of Stock Island. That portion of the territory is bounded on the south and west by water, and on the east by Maloney/MacDonald Avenue. In addition, the utility serves land bounded on the south by U.S. 1 and on the north, east and west by Junior College Road. This land includes the Key West Golf Club. Its service territory does not include the Lower Florida Keys Health Systems building.

The certificated service area of the utility is not changed by the stock purchase.

Any objection to the application for transfer of majority organizational control must be made in writing and filed within 30 days from this date to the Director, Division of Records and Reporting, Florida Public Service Commission, 2540 Shumard Oak Boulevard, Tallahassee, FL 32399-0850. Any objection must state the grounds for the objection with particularity. A copy of said objection should be mailed to the applicant whose address is:

KW Resort Utilities Corporation
c/o WS Utility, Inc.
6450 Junior College Road
Key West, FL 33040

Date of Notice: May 26, 1998

THE CITIZEN

KEY WEST

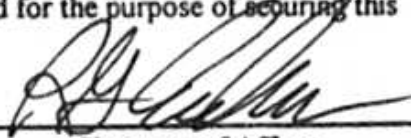
Published Daily
Key West, Monroe County, Florida 33040

STATE OF FLORIDA
COUNTY OF MONROE

Before the undersigned authority personally appeared Randy G. Erickson, who on oath says that he is Advertising Director of the Key West Citizen, a daily newspaper published at Key West in Monroe County, Florida, that the attached copy of the advertisement, being a legal notice in the matter of

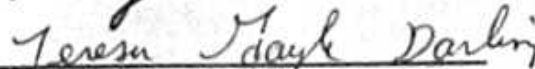
Notice of Application for Transfer
of majority organizational control
In the 11th Court, was published in said newspaper in the issues of
May 31, 1998

Affiant further says that The Key West Citizen is a newspaper published in Key West, in said Monroe County, Florida, and that the said newspaper has heretofore been continuously published in said Monroe County, Florida, each day (except Saturdays and specified holidays) and has been entered as second-class mail matter at the post office in Key West, in said Monroe County, Florida, for a period of 1 year next preceding the first publication of the attached copy of advertisement; and affiant further says that he has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.



Signature of Affiant

Sworn and subscribed before me this 1 day of June, 1998



Signature of Notary Public

Notary Seal

Expires: September 17th, 2000

Personally Known X Produced Identification _____

Type of Identification Produced _____



Terese Gayle Darling
MY COMMISSION # 0000042 EXPIRES
September 17, 2000
BONDED THROUGH TRISTAR INSURANCE, INC.

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TRANSFER OF MAJORITY ORGA-
NIZATIONAL CONTROL
(Section 367.071, Florida Statutes)
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In addition, the utility serves land bounded on the south by U.S. 1 and on the North, east and west by Junior College Road. This land includes the Key West Golf Club. Its service territory does not include the Lower Florida Keys Health Systems building. The certified service area of the utility is not changed by the stock purchase.

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KW Resort Utilities Corporation
c/o WS Utility, Inc.
6450 Junior College Road
Key West, FL 33040
May 31st, 1998