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DISTRIBUTION CENTER
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JAMES L. ADE
SCOTT G. SCHILDBERG

September 17, 2002

Ms. Blanca Bayo, Director
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

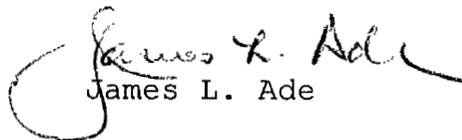
Dear Ms. Bayo:

Enclosed for filing please find an original and seven (7) copies of a Certificate of Good Standing for Southlake Water Works, L.L.C., issued by the Secretary of State of the State of Florida on September 10, 2002. You will note that copies of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, a Certificate of Designation of Registered Agent/Registered Office and a Certificate of Good Standing issued by the Secretary of State for the State of Delaware relating to Southlake Water Works, L.L.C. are attached to the Certificate of Good Standing issued by the Secretary of the State of Florida.

I would appreciate your filing the enclosed original documents in connection with the Joint Petition for Acknowledgment of Corporate Reorganization and Joint Application for the Approval of a Name Change by Southlake Utilities, Inc. and Southlake Water Works, L.L.C., and distributing the copies in accordance with your usual procedures.

If you have any questions or need any additional information concerning this matter, please do not hesitate to call.

Sincerely yours,


James L. Ade

- AUS _____
- CAF _____
- CMP _____
- COM _____
- CTR _____
- ECR _____
- GCL _____
- OPC _____
- MMS _____
- SEC _____
- OTH _____

SGS:arh
Enclosures
Cc: Ms. Patti Daniel -w/enclosures
William J. Deas - w/enclosures

DOCUMENT NUMBER-DATE
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FPSC-COMMISSION CLERK

State of Florida



Department of State

I certify from the records of this office that SOUTHLAKE WATER WORKS, L.L.C., is a Delaware limited liability company authorized to transact business in the State of Florida, qualified on September 10, 2002.

The document number of this limited liability company is M02000002366.

I further certify that said limited liability company has paid all fees due this office through December 31, 2002, and its status is active.

I further certify that said limited liability company has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Tenth day of September, 2002



CR2EO22 (7-02)

Jim Smith

Jim Smith
Secretary of State

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Southlake Water Works, L.L.C.
(Name of foreign limited liability company)
2. Delaware 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. May 7, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Registration in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 16554 Crossings Boulevard, Suite 4, Clermont, Florida 34711

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

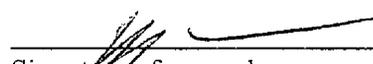
9. The usual business addresses of the managing members or managers are as follows:

16554 Crossings Boulevard, Suite 4, Clermont, Florida 34711

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Holding Company


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Jeff Cagen, President of Southlake Utilities, Inc., Manager of Southlake Water Works, L.L.C.
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Southlake Water Works, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
(City/State/Zip)

02 SEP 19 09 14 96
STATE OF FLORIDA
DEPARTMENT OF REVENUE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Connie Bryan
(Signature)

Connie Bryan, Special Asst. Secy.

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

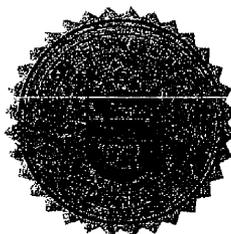
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHLAKE WATER WORKS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1972575

DATE: 09-09-02