RESOLUTION OF GOVERNING BODY

Borrower: Martin County

Note and security agreement dated ________March 29__, 2005.

At a duly called meeting of the governing body of borrower held in accordance with all applicable legal requirements including opening meeting laws, on the 29th day of ___March______, 2005, the following resolution was introduced and adopted.

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A NOTE AND SECURITY AGREEMENT AND RELATED INSTRUMENTS, AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, Borrower has taken the necessary steps, including those relating to any applicable legal bidding requirements, to arrange for the acquisition of the Equipment, and financing, and

WHEREAS, Borrower proposes to enter into the loan agreement substantially in the form presented in this meeting.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF BORROWER AS FOLLOWS:

Section 1. It is hereby found and determined that the terms of the loan in the form presented to this meeting and incorporated in this resolution are in the best interest of borrower for the acquisition of the Equipment.

Section 2. The loan is hereby approved. The president, Board of Commissioners of Borrower and other officer of borrower who shall have power to execute contracts on behalf of borrower be, an each of the hereby is authorized to execute, acknowledge and deliver the loan with any changes, insertions and omissions therein as may be approved by the officer who executes the loan, such approval to be conclusively evidenced by such execution and delivery of the loan. The County Auditor of the borrower and any other officer of borrower who shall have power to do so be, and each of them hereby is, authorized to affix the official seal of borrower to the loan and attest the same.

Section 3. The proper officer of borrower is authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do or cause to be done any and all other acts and things necessary or proper for carrying out this resolution and the loan.

Section 4. Borrower hereby designates the loan as a "qualified tax-exempt obligation" within the meaning of Section 265 (b) (3) of the Internal Revenue Code of 1986 as amended.

The undersigned further certifies that the above resolution has not been repealed or amended and remains in full force and effect and further certifies that the within loan is the same as presented at said meeting of the governing body of borrower.

Date: March 29, 2005.

Frances K. Taylor, Martin County Auditor

Michael D. Dant, Vice-President
Martin County Commissioners