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Amendment filed 4-4-72.

7 pgs

A-42619 (ww)

FLORIDA POWER CORPORATION

Composite certificate
filed 4. 4. 72

FILED IN OFFICE OF DEPARTMENT
OF STATE STATE OF FLORIDA

by **MD** on 4. 4. 72

RICHARD (DICK) STONE
SECRETARY OF STATE

FLORIDA POWER CORPORATION
ST. PETERSBURG, FLORIDA

March 31, 1972

The Honorable Richard B. Stone
 Secretary of State
 Department of State
 Tallahassee, Florida 32304

Dear Sir:

Enclosed herewith for filing in your office is an executed Certificate of Amendment of the Composite Certificate of Reincorporation of Florida Power Corporation, certifying that the Company's Charter was amended in the respect set forth in said Certificate at an Annual Meeting of Common Stockholders of the Company held on March 30, 1972.

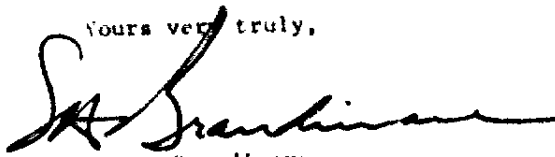
Also enclosed are 20 additional executed copies of said Certificate (making a total of 21 Certificates), which we would like to have certified by you.

To cover the cost of the foregoing, I am also enclosing Florida Power Corporation's check in the amount of \$115.00, calculated as follows:

Filing of Certificate of Amendment of the Composite Certificate of Reincorporation	\$ 15.00
20 certified copies of above at \$5.00 per copy	100.00
Total	\$115.00

Thank you for your courtesy and cooperation in this matter.

Yours very truly,



S. A. Brandimore
 Vice President and
 General Counsel

SAB:tm
 Encls.

P. S. - YOUR COOPERATION, IN RETURNING THE CERTIFIED COPIES TO ME AT YOUR EARLIEST OPPORTUNITY, WILL BE GREATLY APPRECIATED.

S. A. BRANDIMORE

14400 *** 100.00
 14300 *** 15.00

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RECORDED
 MAR 31 1972

75
 166

115

100.00
 15.00
 115.00

**CERTIFICATE OF AMENDMENT OF THE COMPOSITE
CERTIFICATE OF REINCORPORATION OF
FLORIDA POWER CORPORATION**

To the Secretary of State of the State of Florida:

In compliance with the authority and requirements of Chapter 608 of Florida Statutes, 1971, FLORIDA POWER CORPORATION does hereby certify by A. P. Perez, its President, and J. G. Loader, its Secretary, and under its corporate seal, that, at a duly called regular meeting of the Board of Directors of Florida Power Corporation held at the principal office of the Corporation, Florida Power Building, St. Petersburg, Florida, on January 26, 1972, at 9 o'clock A.M. (E.S.T.), the directors of the Corporation declared it advisable and in the best interests of the Corporation and adopted resolutions recommending that the Composite Certificate of Reincorporation, as amended, of the Corporation should be further amended with respect to the matter hereinafter set forth; and that the directors at such meeting directed that the annual meeting of the holders of record of Common Stock of the Corporation, entitled to vote thereat, be called to be held at the Coliseum, St. Petersburg, Florida, on March 30, 1972, at 11 o'clock A.M. (E.S.T.), for the purpose of considering and voting upon the proposed amendment to Paragraph 13.(B) of Paragraph Fifth of the Composite Certificate of Reincorporation, as amended, hereinafter set forth.

Florida Power Corporation does hereby further certify that the aforesaid annual meeting of the holders of Common Stock was held at the Coliseum, St. Petersburg, Florida, on March 30, 1972, at 11 o'clock A.M. (E.S.T.), and that at such meeting, of which notice was heretofore given in the manner provided in Section 608.10 of the Florida Statutes, 1971, the stockholders of Florida Power Corporation, entitled to vote thereat, voted for and against the following proposed amendment to the Composite Certificate of Reincorporation, as amended, of the Corporation:

Amendment to the Composite Certificate of Reincorporation, as amended, of the Corporation by striking out Paragraph 13.(B) of Paragraph Fifth thereof, which reads as follows:

"(B) A holder of record of shares of Common Stock of the Corporation shall be entitled as such to subscribe for or purchase his pro rata share of any additional or new shares of Common Stock issued for cash. However, no holder of shares of Common Stock shall have the right or be entitled to subscribe for or to purchase any other securities of the Corporation, whether issued for cash, property, or otherwise, and whether or not such other securities are convertible into shares of Common Stock."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 19 16 1972
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and by inserting in lieu thereof the following:

"(B) No holder of shares of the Common Stock shall be entitled as such as a matter of right to subscribe for or purchase any part of any new or additional issue of any stock of any class, series, or kind whatsoever, or securities convertible into stock of any class, series or kind whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise, except as may be authorized by the Board of Directors."

Florida Power Corporation does hereby further certify that it appeared, upon the canvassing of the votes, that the stockholders of record of the Common Stock entitled to vote at said annual meeting, holding stock in the Corporation entitling them to exercise at least a majority of the voting power, voted in favor of the proposed amendment to the Composite Certificate of Reincorporation, as amended, of the Corporation.

IN WITNESS WHEREOF, Florida Power Corporation, this 30th day of March, 1972, has caused this Certificate to be signed by its President and its Secretary under its corporate seal, and to be acknowledged by its President, before an officer authorized by the Laws of the State of Florida to take acknowledgments of deeds, to be the act and deed of said Corporation, all as required by Section 609.18 of Florida Statutes, 1971, and pursuant to the authority conferred by the respective resolutions of its stockholders.

FLORIDA POWER CORPORATION

by A. P. King
President

(CORPORATE SEAL)

Attest:

J. G. ...
Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

On this 30th day of March, A.D. 1972, before me the undersigned authority, authorized by the Laws of the State of Florida to take acknowledgements of deeds, personally appeared A. P. Perez, President of Florida Power Corporation, a corporation organized and existing under the laws of the State of Florida, said Corporation being the person which is described in and which executed the foregoing certificate, and the said A. P. PEREZ, being known to me to be the same individual described in and who as such President executed the foregoing certificate on behalf of said Corporation, acknowledged that he, as such President, signed said Corporation's name to said certificate, that he caused the seal of said Corporation to be affixed to said certificate by authority and on behalf of said Corporation, and he, the said A. P. PEREZ, as such President, delivered the said certificate by authority and on behalf of said Corporation, and that all such acts were done freely and voluntarily and for the purposes in said certificate set forth, and that such certificate is the free act and deed of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal, the day and year last above written.

Shelma R. Davidson
Notary Public

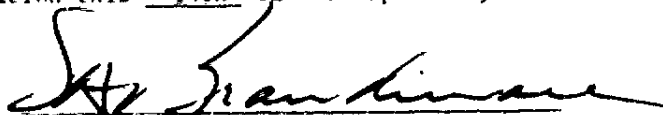
Notary Public, State of Florida at Large
My Commission Expires JULY 6, 1974

(NOTARIAL SEAL)

FLORIDA POWER CORPORATION
DESIGNATION OF RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, Florida Power Corporation does hereby designate one Thelma R. Maxhimer, a resident of Pinellas County, Florida, whose office is located in Florida Power Corporation's General Headquarters Complex, Building "A", Room 702, at 302 34th Street South, St. Petersburg, Florida, as its Resident Agent for service of process in any suit or action against Florida Power Corporation.

We, the undersigned, do hereby certify that the above-named Thelma R. Maxhimer was designated as Resident Agent for service of process by Florida Power Corporation this 14th day of September, 1971.


Vice President

ATTEST:


Secretary

ACCEPTANCE BY DESIGNATED RESIDENT AGENT

I hereby certify that I am a permanent resident of Pinellas County, Florida, whose office is located in Florida Power Corporation's General Headquarters Complex, Building "A", Room 702, at 302 34th Street South, St. Petersburg, Florida. I do hereby accept the foregoing designation as Resident Agent.


Theelma R. Maxhimer
Resident Agent