

Document Number Call

F00000006639

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

AEP Pro Serv, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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TALLAHASSEE, FLORIDA

Name _____
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Acknowledgement _____
W.P. Verifier _____

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Order#:
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr 11/30

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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TAMPA FLORIDA

- 1. AEP Pro Serv, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. Ohio (State or country under the law of which it is incorporated) 3. 31-1036996 (FEI number, if applicable)
4. 3/16/82 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1 Riverside Plaza Columbus, Ohio 43215 (Current mailing address)
8. See attached (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System Carol Record Assistant Secretary (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached list of Directors - All Directors are located at 1 Riverside Plaza, Columbus, Ohio 43215

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached list of Officers - All Officers are located at 1 Riverside Plaza, Columbus, Ohio 43215

Address: _____

Vice President: _____

Address: _____

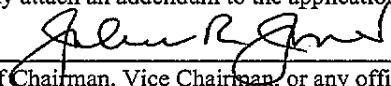
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John R. Jones, President
(Typed or printed name and capacity of person signing application)

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8. The purpose of the corporation is to engage in any lawful act or activity for which corporation may be organized to do business under the Ohio General Corporation Act, including procurement, construction and engineering services.

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TALLAHASSEE, FLORIDA

January 1, 2000

Corporate Name: AEP Pro Serv, Inc. (was AEP Resources Service Company)

Controlled By: American Electric Power Company, Inc.

Date of Incorporation: March 16, 1982 State: Ohio

Name Change: From AEP Resources Service Company - Effective March 7, 2000
 From AEP Resources Engineering & Services - Effective September 17, 1997
 From AEP Energy Services, Inc. - Effective March 7, 1997

States in Which Qualified: Arkansas, Connecticut, Delaware, Illinois, Indiana, Kentucky, Louisiana, Michigan, New Mexico, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, West Virginia

Annual Meeting Date & Location: Second Tuesday in February At: Columbus, Ohio

Principal (Legal) Office: 1 Riverside Plaza, Columbus, Ohio 43215

Quorum: Majority

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 TOLSON
 DEPT. OF JUSTICE

Directors

	Elected	Resigned
Paul D. Addis	06/15/2000	
Donald M. Clements, Jr.		06/15/2000
E. Linn Draper, Jr.		
Henry W. Fayne		
William J. Lhota		06/15/2000
James J. Markowsky	06/15/2000	01/31/2000
John F. Norris, Jr.		
Armando A. Pena	06/15/2000	
Thomas V. Shockley, III	06/15/2000	
Susan Tomasky		

Officers

Chairman of the Board - E. Linn Draper, Jr.		
Chief Executive Officer - E. Linn Draper, Jr.		
President - John R. Jones	03/13/2000	
President - John F. Norris, Jr.		03/13/2000
Senior V.P.-Asia-Pacific Development - Donald E. Boyd	03/13/2000	03/13/2000
Senior V.P.-Engineering Services - V. A. Lepore		03/13/2000
Senior V.P.-Services - David Mustine		03/13/2000
Vice President - Jeffrey D. Cross		
Vice President - Henry W. Fayne	09/20/2000	
Vice President - Martin L. Mearhoff		
Vice President - Armando A. Pena	06/15/2000	
Vice President - Thomas V. Shockley, III	06/15/2000	
Vice President - Susan Tomasky	04/25/2000	
V.P.-Marketing/Business Development - Ali Azad	06/15/2000	
V.P.-Regional Engineering - L. E. Dillahunty	03/13/2000	
V.P.-Environmental Services - Mark A. Gray	03/13/2000	03/13/2000
V.P.-Major Projects - James A. Howard	11/16/2000	06/15/2000
V.P.-Generation - Dennis A. Lantzy	03/13/2000	
V.P.-Maintenance Services - John A. Mazzone	06/15/2000	06/15/2000
V.P.-Civil/Mining - J. K. McWilliams	03/13/2000	03/13/2000
V.P.-Engineering & Consulting Servs. - East - J. K. McWilliams		06/15/2000
V.P.-Electrical/Mechanical - Martin L. Mearhoff		06/15/2000

General Counsel - Jeffrey D. Cross		
Controller - Leonard V. Assante		
Chief Accounting Officer - Leonard V. Assante		06/15/2000
Secretary - John F. DiLorenzo, Jr.	06/15/2000	06/15/2000
Treasurer - Armando A. Pena	03/31/2000	03/31/2000
Chief Financial Officer - Armando A. Pena		06/15/2000
Deputy Controller - Leonard V. Assante		
Assistant Controller - Elio Bafile	06/15/2000	
Assistant Controller - Timothy P. Bowman	06/15/2000	
Assistant Controller - Gerald R. Knorr	06/15/2000	
Assistant Controller - Hugh E. McCoy		06/15/2000
Assistant Controller - William L. Scott		
Assistant Controller - Michael J. Sullivan		
Assistant Secretary - Thomas G. Berkemeyer	06/15/2000	
Assistant Secretary - Jeffrey D. Cross	06/15/2000	
Assistant Secretary - John B. Shinnock		
Assistant Treasurer - Bruce M. Barber		
Assistant Treasurer - Geoffrey S. Chatas		
Assistant Treasurer - Wendy G. Hargus		

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 TALLAHASSEE, FLORIDA

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show AEP PRO SERV, INC., an Ohio Corporation, Charter No. 591272, having its principal location in Columbus, County of Franklin, was incorporated on March 16, 1982, is currently in GOOD STANDING upon the records of this office.

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TALLAHASSEE, FLORIDA

*WITNESS my hand and official seal
at Columbus, Ohio on
November 22, 2000*



J. Kenneth Blackwell
Secretary of State