

CT CORPORATION SYSTEM

F01000000476

FILED
JAN 25 PM 2 09
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

American Electric Power Service Corporation;

100003574631--1
-01/25/01--01058--016
*****70.00 *****70.00

7

- | | | |
|--|---|---|
| <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 <i>Qualification</i> | <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"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <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 | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

1/25/01

Order#: 350321
 Ref#: _____
 Amount: \$ _____

RECEIVED
 01 JAN 25 PM 12:13
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

DMC

nk 1/25

FILE 1ST

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.

1. American Electric Power Service Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York 3. 13-4922641
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 17, 1937 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1 Riverside Plaza, 29th Floor
Columbus, Ohio 43215
(Current mailing address)

8. See attached Appendix A
(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
Susan J. Mehe
(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)

FILED
01 JUN 25 PM 2:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Chairman: See Appendix B

Address: _____

Vice Chairman: See Appendix B

Address: _____

Director: See Appendix B

Address: _____

Director: See Appendix B

Address: _____

01 JUN 25 PM 2:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: See Appendix B

Address: _____

Vice President: See Appendix B

Address: _____

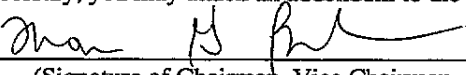
Secretary: See Appendix B

Address: _____

Treasurer: See Appendix B

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. Thomas G. Berkemeyer, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Appendix A to Florida
Application for Certificate of Authority

**Purpose Clause of
American Electric Power Service Corporation**

(1) to furnish management advisory and other services to member companies of the American Electric Power System; (2) to construct, extend, improve, maintain or repair the facilities, or any part thereof, of member companies of the American Electric Power System; (3) to act as agent, broker, factor or representative for member companies of the American Electric Power System; and (4) to operate, manage, assist, supervise or promote all or any part of the business and property of member companies of the American Electric Power System. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Florida

FILED
JAN 25 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA - Appendix B
APPLICATION FOR CERTIFICATE OF AUTHORITY

01 JAN 25 PM 3:09
FILED
SECRETARY OF CORPORATE
TALLAHASSEE, FLORIDA

NAME OF CORPORATION: **AMERICAN ELECTRIC POWER SERVICE CORPORATION**

12. THE CORPORATION'S DIRECTORS AND OFFICERS NAMES AND ADDRESSES

NAME	ADDRESS	OFFICE
E. Linn Draper, Jr.	1 Riverside Plaza, Columbus, OH 43215	Director, Chairman of the Board, President and Chief Executive Officer
Thomas V. Shockley, III	1 Riverside Plaza, Columbus, OH 43215	Director and Vice-Chairman of the Board
Paul D. Addis	1 Riverside Plaza, Columbus, OH 43215	Director and Executive Vice President
Donald M. Clements, Jr.	1 Riverside Plaza, Columbus, OH 43215	Director and Executive Vice President
Henry W. Fayne	1 Riverside Plaza, Columbus, OH 43215	Director and Executive Vice President
William J. Lhota	1 Riverside Plaza, Columbus, OH 43215	Director and Executive Vice President
Susan Tomasky	1 Riverside Plaza, Columbus, OH 43215	Director, Executive Vice President, Assistant Secretary and General Counsel
J. H. Vipperman	1 Riverside Plaza, Columbus, OH 43215	Director and Executive Vice President
Nicholas J. Ashooh	1 Riverside Plaza, Columbus, OH 43215	Senior Vice President
J. C. Baker	1 Riverside Plaza, Columbus, OH 43215	Senior Vice President
Jeffrey D. Cross	1 Riverside Plaza, Columbus, OH 43215	Senior Vice President, Deputy General Counsel and Assistant Secretary
Thomas M. Hagan	1 Riverside Plaza, Columbus, OH 43215	Senior Vice President
Dale E. Heydlauff	1 Riverside Plaza, Columbus, OH 43215	Senior Vice President
Michael F. Moore	1 Riverside Plaza, Columbus, OH 43215	Senior Vice President and Chief Information Officer
R. E. Munczinski	1 Riverside Plaza, Columbus, OH 43215	Senior Vice President
John F. Norris, Jr.	1 Riverside Plaza, Columbus, OH 43215	Senior Vice President
Armando A. Pena	1 Riverside Plaza, Columbus, OH 43215	Senior Vice President and Treasurer
Rodney B. Plimpton	1 Riverside Plaza, Columbus, OH 43215	Senior Vice President
Robert P. Powers	500 Circle Drive, Buchanan, MI 49107	Senior Vice President
Bruce H. Braine	1 Riverside Plaza, Columbus, OH 43215	Vice President, Executive Assistant to Chief Financial Officer
John F. DiLorenzo, Jr.	1 Riverside Plaza, Columbus, OH 43215	Vice President, Associate General Counsel and Secretary
Melinda S. Ackerman	1 Riverside Plaza, Columbus, OH 43215	Vice President
Leonard V. Assante	1 Riverside Plaza, Columbus, OH 43215	Vice President and Deputy Controller
Bruce M. Barber	1 Riverside Plaza, Columbus, OH 43215	Vice President
Edward J. Brady	1 Riverside Plaza, Columbus, OH 43215	Vice President and Associate General Counsel
Robert T. Burns	1 Riverside Plaza, Columbus, OH 43215	Vice President
Geoffrey S. Chatas	1 Riverside Plaza, Columbus, OH 43215	Vice President and Assistant Treasurer
W. N. D'Onofrio	1 Riverside Plaza, Columbus, OH 43215	Vice President
Joseph J. Hamrock	1 Riverside Plaza, Columbus, OH 43215	Vice President
Jane A. Harf	1 Riverside Plaza, Columbus, OH 43215	Vice President
Wendy Hargus	1616 Woodall Rodgers Freeway, Dallas, TX 75202	Vice President and Assistant Treasurer
John D. Harper	1 Riverside Plaza, Columbus, OH 43215	Vice President
Thomas L. Hughes	1 Riverside Plaza, Columbus, OH 43215	Vice President

NAME	ADDRESS	OFFICE
Anthony P. Kavanagh	801 Pennsylvania Avenue, NW, Suite 214 Washington, D.C. 20004	Vice President
Michael D. Martin	1 Riverside Plaza, Columbus, OH 43215	Vice President
Martin L. Mearhoff	1 Riverside Plaza, Columbus, OH 43215	Vice President
Mark W. Menezes	801 Pennsylvania Avenue NW, Suite 352, Washington, DC 20004	Vice Presiden and Associate General Counsel
D. Michael Miller	1 Riverside Plaza, Columbus, OH 43215	Vice President and Associate General Counsel
Richard A. Mueller	1 Riverside Plaza, Columbus, OH 43215	Vice President
Charles R. Patton	1005 Congress, Ste 1050, Austin, TX 78701	Vice President
Gary M. Prescott	1 Riverside Plaza, Columbus, OH 43215	Vice President and Associate General Counsel
H. E. Rhodes	1 Riverside Plaza, Columbus, OH 43215	Vice President
Daniel J. Rogier	1 Riverside Plaza, Columbus, OH 43215	Vice President
William L. Scott	1 Riverside Plaza, Columbus, OH 43215	Vice President
O. J. Sever	1 Riverside Plaza, Columbus, OH 43215	Vice President
William L. Sigmon, Jr.	1 Riverside Plaza, Columbus, OH 43215	Vice President
Waldo Zerger	1 Riverside Plaza, Columbus, OH 43215	Vice President
Thomas G. Berkemeyer	1 Riverside Plaza, Columbus, OH 43215	Assistant Secretary and Assistant General Counsel
G. E. Laurey	1 Riverside Plaza, Columbus, OH 43215	Assistant Controller
Hugh E. McCoy	1 Riverside Plaza, Columbus, OH 43215	Assistant Controller
Michael J. Sullivan	1 Riverside Plaza, Columbus, OH 43215	Assistant Controller

FILED
 JUN 25 AM 2:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of AMERICAN ELECTRIC POWER SERVICE CORPORATION was filed on 12/17/1937, under the name of AMERICAN GAS AND ELECTRIC SERVICE CORPORATION, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment AMERICAN GAS AND ELECTRIC SERVICE CORPORATION changing its name to AMERICAN ELECTRIC POWER SERVICE CORPORATION, was filed 05/12/1958.

01 JAN 25 PM 2:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Witness my hand and the official seal of the Department of State at the City of Albany, this 10th day of January two thousand and one.

A handwritten signature in cursive script, appearing to be "J. L. ...", written in black ink.

Special Deputy Secretary of State