

119792  
FLORIDA  
PUBLIC UTILITIES COMPANY

P.O. Box 3395  
West Palm Beach  
FL 33402-3395

May 14, 1998

Florida Department of State  
Division of Corporations  
Box 6327  
Tallahassee, FL 32314

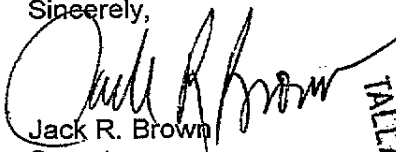
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-05/18/98-01105-011  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Dear Sir or Madam:

Enclosed is an amendment to Article 3 of our Certificate of Reincorporation and our check in the amount of ninety-six dollars and twenty-five cents (\$96.25) for the filing fee of thirty-five dollars (\$35.00), a certified copy of the amendment of fifty-two dollars and fifty cents (\$52.50) and a Certificate of Status of eight dollars and seventy-five cents (\$8.75).

Please send the documents to the attention of the undersigned at the above address. My telephone number is (561) 838-1729 if you have any questions.

Sincerely,

  
Jack R. Brown  
Secretary

JRB/mrw  
Enc.

FILED  
98 MAY 18 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JRB#3/flstate.cer

ARTICLE OF AMENDMENT  
TO  
CERTIFICATE OF REINCORPORATION  
OF  
FLORIDA PUBLIC UTILITIES COMPANY

**FILED**  
98 MAY 18 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following article of amendment to its certificate of reincorporation:

**FIRST:** Amendment adopted:

Article 3 of the company's Certificate of Reincorporation was amended to increase the number of authorized shares of common stock, \$1.50 par value, from 2,000,000 to 3,500,000 shares

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

**THIRD:** The date of the amendment's adoption: April 21, 1998.

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

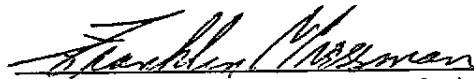
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 12 day of May, 1998.

Signature   
Franklin C. Cressman, Chairman of the Board and CEO