



**Florida
Public
Utilities
Company**

119792

P.O. Box 3395
West Palm Beach,
FL 33402-3395
(561) 838-1729
June 18, 2001

Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

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-06/22/01--01067--009
*****43.75 *****43.75


Ref: Article of Amendment

Enclosed please find our check, in the amount of \$43.75. This fee includes the \$35.00 filing fee as well as \$8.75 for a Certificate of Status for the attached Article of Amendment.

Your attention to this matter is appreciated.

Thank-you.

Yours very truly,


Jack R. Brown
Florida Public Utilities Co
Corporate Secretary and
Vice President

FILED
01 JUN 22 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cc: sj-75-403
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Amend

T BROWN JUN 28 2001

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

FILED
01 JUN 22 PM 3: 50
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 3,500,000 to 6,000,000 shares.

SECOND:

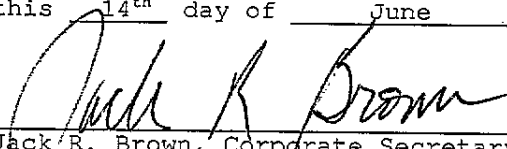
THIRD: The date of the amendment's adoption: April 17, 2001.

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 14th day of June, 2001.

Signature _____


Jack R. Brown, Corporate Secretary and Vice President