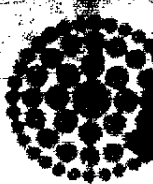


142619

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Amendment filed 4-2-80

5 pgs.



**Florida
Power**

142619

4/2

Amended Art III

April 1, 1980

The Honorable George Firestone
Secretary of State
The Capitol
Tallahassee, Florida 32304

Dear Sir:

In re: Articles of Amendment -
Florida Power Corporation

Enclosed herewith for filing in your Office are executed Articles of Amendment to the Amended Articles of Incorporation, as amended, of Florida Power Corporation, as approved by the Common Shareholders on March 22, 1980, together with an extra copy for your records and files.

Also enclosed are eighteen (18) additional copies of said Articles of Amendment, which we would like to have certified by your Office and returned to the bearer of this letter.

We have calculated the cost of the foregoing as follows and our check in the amount of \$285.00 is enclosed:

| | |
|--|------------------------|
| Filing of Articles of Amendment | \$ 15.00 |
| 18 certified copies of Articles of Amendment (\$15 each) | <u>270.00</u> |
| Total | <u>\$285.00</u> |

FILED
APR 2 8 07 AM '80
TALLAHASSEE, FLA.

It is our understanding from conversation with Mrs. Mary Kacur of the Charter Section of your Corporations Division that no additional capital stock tax is necessary for this amendment.

CHARTER TAX STAMP (15)

Yours very truly,

C. TAX _____
FILING 15.
R. AGENT FEE _____
C. COPY 270.
TOTAL 285.
N. BANK _____
BALANCE DUE _____
REFUND _____

S. A. Brandimore
S. A. Brandimore
Senior Vice President
and General Counsel

Encs.

ARTICLES OF AMENDMENT
TO
AMENDED ARTICLES OF INCORPORATION
OF
FLORIDA POWER CORPORATION

FILED

APR 2 8 07 AM '80
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The Amended Articles of Incorporation, as amended, of Florida Power Corporation, are further amended by striking the initial portion of the first sentence of Article III thereof, which reads as follows:

"The amount of authorized capital stock of the Corporation shall be (a) 30,000,000 shares of Common Stock, of the par value of \$2.50 each (hereinafter referred to as 'Common Stock'),"

and by inserting in lieu thereof the following:

The amount of authorized capital stock of the Corporation shall be (a) 60,000,000 shares of Common Stock without par value (hereinafter referred to as "Common Stock").

2. The foregoing amendment was adopted by the shareholders of this Corporation on March 22, 1980.

3. The amendment is for the purpose of effecting a two-for-one split of the Corporation's Common Stock, whereby each authorized share of Common Stock of the par value of \$2.50 each, whether issued or unissued, would be reclassified into two shares of Common Stock without par value. The reclassification of Common Stock shall become effective upon the acceptance of these Articles of Amendment by the Secretary of State. Each certificate representing shares of Common Stock of the par value of \$2.50 each shall continue, without the necessity of presenting the same for exchange, to represent the same number of shares of Common

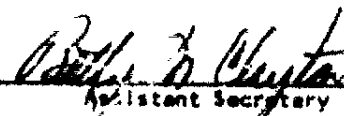
Stock without par value, and each holder of shares of Common Stock of the par value of \$2.50 each of record at the time such Amendment becomes effective shall be entitled, without surrendering the certificate or certificates representing the shares, to receive a certificate or certificates representing one additional share of Common Stock without par value with respect to each share held of record.

IN WITNESS WHEREOF, Florida Power Corporation, this 22nd day of March, 1980, has caused these Articles of Amendment to be signed by its President and its Assistant 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 607.18/, Florida Statutes, 1979, and pursuant to the authority conferred by the respective resolutions of its shareholders.

FLORIDA POWER CORPORATION

By 
President

Attest:


Assistant Secretary
(CORPORATE SEAL)

A-1611

STATE OF FLORIDA

COUNTY OF PINELLAS

} ss.

On this 27th day of March, A.D. 1980, before me,

the undersigned authority authorized by the Laws of the State of Florida to take acknowledgments of deeds, personally appeared ANDREW H. HINES, JR., 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 Articles of Amendment, and the said ANDREW H. HINES, JR., being known to me to be the same individual described in and who as such President executed the foregoing Articles of Amendment on behalf of said Corporation, acknowledged that he, as such President, signed said Corporation's name to said Articles of Amendment, that he caused the seal of said Corporation to be affixed to said Articles of Amendment by authority and on behalf of said Corporation, and he, the said ANDREW H. HINES, JR., as such President, delivered the said Articles of Amendment by authority and on behalf of said Corporation, and that all such acts were done freely and voluntarily and for the purposes in said Articles of Amendment set forth, and that such Articles of Amendment are the free act and deed of said Corporation.

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

(NOTARIAL SEAL)

Thelma R. Nashimer
Notary Public

Notary Public, State of Florida at Large
My Commission Expires JULY 9, 1982

A-1641