

161752

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January 27, 1998

HAND DELIVERED

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed is the original of each of the following merger documents:

1. Articles of Merger of TBGI, Inc. into Griffis, Inc.
2. Articles of Merger of TBU, Inc. into U.S. Propane Inc.
3. Articles of Merger of Griffis, Inc. and U. S. Propane Inc. into Peoples Gas Company
4. Articles of Merger of Griffis Gas, Inc., Griffis Gas Baker County, Inc., Griffis Gas Orlando, Inc., Griffis Gas of Gainesville, Inc., Griffis Gas of Starke, Inc. and Griffis Gas of the Beaches, Inc. into Peoples Gas Company

We would appreciate your filing these documents this date in the chronological order listed above.

This is also to request two certified copies each of Items 1 and 2 listed above and one certified copy each of Items 3 and 4 listed above.

Enclosed is our check in the amount of \$805 to cover the Division's filing fee and the cost of the certified copies.

Please acknowledge receipt and filing of the above by stamping the duplicate copy of this letter and returning same to this writer.

Thank you for your assistance in connection with this matter.

Sincerely,

James D. Beasley

JDB/pp
Enclosures

cc: Angela Llewellyn
David E. Schwartz

FILING 105
R. AGENT
CERT. COPY 52.50
CUS
OVERPAYMENT
TOTAL 157.50

merger
sf 1/27/98

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DIVISION OF CORPORATIONS
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ARTICLES OF MERGER
Merger Sheet

MERGING:

GRIFFIS, INC., a FI corp., #H63317

U.S. PROPANE, INC., a FI corp., #G05192

INTO

PEOPLES GAS COMPANY, a Florida corporation, 161752

File date: January 27, 1998

Corporate Specialist: Susan Payne

STATE OF FLORIDA

ARTICLES OF MERGER

OF

GRIFFIS, INC.
(a Florida corporation)

AND

U.S. PROPANE, INC.
(a Florida corporation)

INTO

PEOPLES GAS COMPANY
(a Florida corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 27 PM 3: 01

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

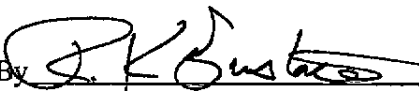
1. The plan of merger is as follows:
 - (a) Each of Griffis, Inc. ("GI"), a Florida corporation that is wholly-owned by TECO Energy, Inc., a Florida Corporation (TECO"), and U.S. Propane, Inc. ("USPI"), a Florida corporation that is wholly-owned by TECO, will be merged with and into Peoples Gas Company ("Peoples Gas"), a Florida corporation that is wholly-owned by TECO, and Peoples Gas will be the surviving corporation.
 - (b) All of the outstanding shares of capital stock of GI and USPI will be cancelled.
 - (c) The outstanding capital stock of Peoples Gas will not be affected by the merger.
2. The effective date of the merger is the date of filing these Articles of Merger.
3. The Agreement and Plan of Merger dated as of January 20, 1998, pursuant to which GI and USPI will be merged with and into Peoples Gas was adopted by the board of directors of Peoples Gas on January 27, 1998, by the board of directors of GI on January 27, 1998, and by the board of directors of USPI on January 27, 1998. Approval of the sole shareholder of each of Peoples Gas, GI, and USPI was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of GI, USPI and Peoples Gas by their respective authorized officers as of the 27th day of January, 1998.

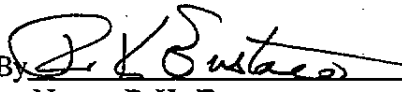
PEOPLES GAS COMPANY
(Name of surviving corporation)

By 
Name: R.J. Hill
Title: General Manager

GRIFFIS, INC.

By 
Name: R.K. Eustace
Title: President

U.S. PROPANE, INC.

By 
Name: R.K. Eustace
Title: President