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Denise A. Millovitch
Assistant to the
Corporate Secretary
702 North Franklin Street
Tampa, Florida 33602
Direct: (813) 228-1431
Fax: (813) 228-1328

November 13, 2001

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

To Registration Section:

Enclosed please find checks number 0000902558 and 0000902557 and applications by foreign corporations, Prior Energy Corporation and Prior Intrastate Corporation, for authorization to transact business in Florida.

Very truly yours,

A handwritten signature in cursive script that reads "Denise Millovitch".

Denise A. Millovitch

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*****78.75 *****78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A handwritten signature in cursive script, possibly reading "M. J. ...".
11/27

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Prior Intrastate Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

D. E. Schwartz

(Name of Person)

TECO Energy, Inc.

(Firm/Company)

702 N. Franklin Street

(Address)

Tampa, Florida 33602

(City/State and Zip code)

For further information concerning this matter, please call:

Denise Millovitch

(Name of Person)

at (813) 228-1431

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☒ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. Prior Intrastate 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. Delaware 3. 13-3414387
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 10, 1987 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 702 N. Franklin St., Tampa, FL 33602
(Principal office address)
- Same
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.
(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: S. M. McDevitt

Office Address: 702 N. Franklin St.

Tampa, Florida 33602
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.


(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: W. N. Cantrell

Address: 702 N. Franklin St., Tampa, FL 33602

Vice Chairman: R. K. Eustace

Address: 702 N. Franklin St., Tampa, FL 33602

Director: G. L. Gillette

Address: 702 N. Franklin St., Tampa, FL 33602

Director: _____

Address: _____

B. OFFICERS

President: F. O. Roe, Jr.

Address: 702 N. Franklin St., Tampa, FL 33602

Vice President: J. Allison

Address: 702 N. Franklin St., Tampa, FL 33602

Secretary: D. E. Schwartz

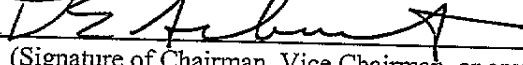
Address: 702 N. Franklin St., Tampa, FL 33602

Treasurer: G. L. Gillette

Address: 702 N. Franklin St., Tampa, FL 33602

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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. D. E. Schwartz, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIOR INTRASTATE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1422685

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DATE: 11-01-01