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(City/State/Zip/Phone #)

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04 JAN - 6 AM 10:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Progress Energy, Inc.
(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:

Ann Fanning

(Name of Person)

Progress Energy Service Company, LLC

(Firm/Company)

410 S. Wilmington Street, FEB 17

(Address)

Raleigh, NC 27601

(City/State and Zip code)

For further information concerning this matter, please call:

Steve Carr

(Name of Person)

at (919) 546-4161

(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

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|--|



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 2, 2003

ANN FANNING
410 S. WILMINGTON STREET, PEB 17
RALEIGH, NC 27601

SUBJECT: PROGRESS ENERGY, INC.
Ref. Number: W03000035935

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04 JAN -6 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PROGRESS ENERGY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 903A00064622



Progress Energy

memo

Date: January 8, 2004

VIA FEDERAL EXPRESS

Tracking #: 841740743810

To: Marsha Thomas
Document Specialist

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
(850) 245-6097 (Direct Dial)

From: Constance Lowe
Paralegal

CGL

Progress Energy Service Company, LLC
Legal Department
410 S. Wilmington Street, PEB 17B2
Raleigh, North Carolina 27601
(919) 546-7503 (Direct Dial)
(919) 546-2920 (Facsimile)
constance.lowe@pgnmail.com

Subject: Letter Number 903A00064622; Application by Progress Energy, Inc. to
Transact Business in Florida

Thank you very much for speaking with me Tuesday morning, January 6, 2004, about the subject application. Per our conversation, enclosed please find the application and its addenda to items # 1, # 4 and # 12. Addendum #1 explains the relationship between Progress Energy, Inc. (the "Applicant"), a registered public utility holding company, and Progress Energy Corporation, a subsidiary of the Applicant. Both corporations share similar names because the Applicant is the parent corporation of Progress Energy Corporation.

Please also find enclosed a certified copy of the Applicant's Certificate of Existence from the Applicant's domestic state of incorporation, North Carolina. You will note that the enclosed certificate is not a photocopy, but was ordered directly from the North Carolina Secretary of State's "OnLine" web site. A hardcopy of the certificate's Order Status from this web site is included for your reference. The certificate's authenticity can also be verified electronically at <http://www.secretary.state.nc.us/corporations/soskb/Verify.asp> by entering in certification number 7956880 -1 where prompted.

In the meantime, please do not hesitate to contact me at the direct dial number or email address above should you have any further questions or concerns about the enclosed documentation.

CGL:cgl
Attachments

c: Steven Carr, Associate General Counsel
Progress Energy Service Company, LLC

Progress Energy Service Company, LLC

211551

FILED
JAN - 6 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. **Progress Energy, Inc. (see Addendum #1)**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **North Carolina**

(State or country under the law of which it is incorporated)

3. **56-2155481**

(FEI number, if applicable)

4. **August 19, 1999 (see Addendum #4)**

(Date of incorporation)

5. **Perpetual**

(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. **410 S. Wilmington, Raleigh NC 27601**

(Principal office address)

410 S. Wilmington, Raleigh NC 27601

(Current mailing address)

8. **Public utility holding company, and other lawful purposes**

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

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.

**Cynthia L. Harris
as its agent**

Cynthia L. Harris
(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: SEE ATTACHED ADDENDUM #12

Address: 410 S. Wilmington Street, Raleigh, NC 27601

(Address applies to Directors and Officers listed in Addendum #12)

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF FLORIDA
TALLAHASSEE

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

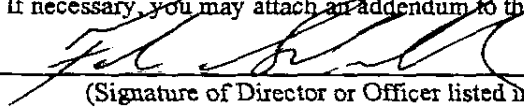
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Frank A. Schiller
(Typed or printed name and capacity of person signing application)

Addenda to Application by **Progress Energy, Inc.**
for Authorization to Transact Business in the State of Florida

Addendum #1: Applicant's corporate name

Progress Energy, Inc. is a registered holding company and one of its affiliates, Progress Energy Corporation, is registered domestically in the State of Florida. Though both companies have similar corporate names, Progress Energy Corporation is affiliated with Progress Energy, Inc.

Addendum #4: Date of applicant's domestic incorporation

Progress Energy, Inc. was incorporated in the State of North Carolina on August 19, 1999 under the name CP&L Holdings, Inc. On February 28, 2000 CP&L Holdings, Inc. became CP&L Energy, Inc. CP&L Energy, Inc. then became Progress Energy, Inc. on December 4, 2000.

Addendum #12: Applicant's Officers & Directors

Edwin B. Borden	Director
James E Bostic, Jr.	Director
David L. Burner	Director
William Cavanaugh III	Director
Charles W. Coker	Director
Richard L. Daugherty	Director
W. D. Frederick, Jr.	Director
William O. McCoy	Director
E. Marie McKee	Director
John H. Mullin, III	Director
Richard A. Nunis	Director
Peter S. Rummell	Director
Carlos A. Saladrigas	Director
J. Tylee Wilson	Director
Jean Giles Wittner	Director
William Cavanaugh III	Chairman
Robert B. McGehee	Chief Executive Officer
	Chief Operating Officer
	President
William D. Johnson	Executive Vice President
Peter M. Scott III	Executive Vice President
Robert H. Bazemore, Jr.	Chief Accounting Officer
William D. Johnson	Corporate Secretary
	General Counsel
Peter M. Scott III	Chief Financial Officer
Thomas R. Sullivan	Treasurer
Robert H. Bazemore, Jr.	Controller
Frank A. Schiller	Assistant Secretary
Robert M. Williams	Assistant Secretary

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Jean Giles Wittner	Director
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	President
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Frank A. Schiller	Assistant Secretary
Robert M. Williams	Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**State of North Carolina
Department of The Secretary of State**

CERTIFICATE OF EXISTENCE

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

PROGRESS ENERGY, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 19th day of August, 1999, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of January, 2004

Elaine F. Marshall
Secretary of State