

# 15141

Ausley + McMullen

Requestor's Name

PO Box 391

Address

Tallahassee, FL 32302

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Teco Energy, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in

Pick up time \_\_\_\_\_

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

300002212673--1  
-06/16/97--01022--013  
\*\*\*2765.00 \*\*\*1382.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

\_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LYKES ENERGY, INC.

J18622

INTO

**TECO ENERGY, INC.**, a Florida corporation, F15141

File date: June 16, 1997

Corporate Specialist: Lyn Turley

STATE OF FLORIDA

ARTICLES OF MERGER

FILED

OF

97 JUN 16 AM 9:56

LYKES ENERGY, INC.  
(a Florida corporation)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

INTO

TECO ENERGY, INC.  
(a Florida corporation)

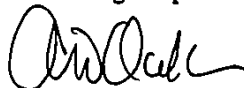
Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. The plan of merger is as follows:
  - (a) Lykes Energy, Inc. ("LEI"), a Florida corporation, will be merged with and into TECO Energy, Inc. ("TECO"), a Florida corporation, and TECO will be the surviving corporation.
  - (b) All of the outstanding shares of capital stock of LEI will be converted into an aggregate of 12,133,468 shares of common stock of TECO. Accordingly, each such LEI share will be converted into the right to receive 11.35 shares of common stock of TECO, with cash to be paid in lieu of fractional shares.
  - (c) The outstanding shares of capital stock of TECO will not be affected by the merger.
2. The effective date of the merger is the date of filing of these Articles of Merger.
3. The Agreement and Plan of Merger dated as of November 21, 1996 pursuant to which LEI will be merged with and into TECO was adopted by the board of directors of TECO on November 21, 1996 and by the shareholders of LEI on December 5, 1996. Approval of TECO shareholders was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of LEI and TECO by their respective authorized officers as of the 16<sup>th</sup> day of June, 1997.

TECO ENERGY, INC.  
(Name of surviving corporation)

By

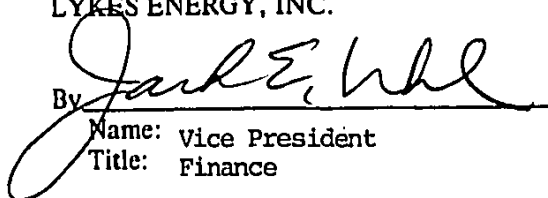


Name: *A. D. Oak*

Title: *Senior Vice President - Finance and CFO*

LYKES ENERGY, INC.

By



Name: Vice President

Title: Finance