

F15141

Ausley + McMullen
 Requestor's Name

PO Box 391
 Address

Tallahassee FL 32302
 City/State/Zip Phone #

100002232981--E
 -07/03/97--010613--004
 ****350.00 ****175.00

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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 #)

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<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

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

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6/30/97

merger
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Examiner's Initials	
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**ARTICLES OF MERGER
Merger Sheet**

MERGING:

WEST FLORIDA GAS INC., a FL Corp., #M76520

INTO

TECO ENERGY, INC., a Florida corporation, F15141

File date: June 30, 1997

Corporate Specialist: Susan Payne

STATE OF FLORIDA

ARTICLES OF MERGER

OF

WEST FLORIDA GAS INC.
(a Florida corporation)

INTO

TECO ENERGY, INC.
(a Florida corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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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) West Florida Gas Inc. ("WFG"), 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 common stock of WFG ("Common Stock") and preferred stock of WFG ("Preferred Stock") will be converted into an aggregate of 844,433 shares of common stock of TECO. Each share of Common Stock and each share of Preferred Stock will be converted into the right to receive 10.16 and 46.00 shares of common stock of TECO, respectively, 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 May 30, 1997, as amended by Amendment No. 1 thereto, pursuant to which WFG will be merged with and into TECO was adopted by the board of directors of TECO on June 6, 1997 and by the shareholders of WFG on May 29, 1997 and on June 26, 1997. Approval of TECO shareholders was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of WFG and TECO by their respective authorized officers as of the 30th day of June, 1997.

TECO ENERGY, INC.
(Name of surviving corporation)

By


Name: Girard F. Anderson
Title: President

WEST FLORIDA GAS INC.

By


Name: Robert D. Bondurant
Title: Treasurer