

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314	FILED 2000 NOV 14 PM 3: SECRETARY OF STATALLAHASSEE, FLOI
SUBJECT:	
CORPORATE N	(AIME
DOCUMENT NUMBER:	
AMENDMENTS  Amendment  Amendment  Resignation of R.A., Officer/ Director  Change of Registered Agent  Dissolution/Withdrawal  Merger	500003463305—2 -11/14/0001067023 *****280.00 *****35.00 Certified Copy  Certificate of Status
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NOTE: Please provide the original and one copy of the articles.

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## ARTICLES OF AMENDMENT

2000 NOV 14 PM 3: 35

## ARREDONDO UTILITY COMPANY, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

## ACTION BY WRITTEN CONSENT OF THE SOLE DIRECTOR

The undersigned, being the sole director of Arredondo Utility Company, Inc. (the "Company"), a Florida corporation, adopts the following resolutions by written consent as permitted by applicable State law, with the same force and effect as though such resolutions had been adopted at a duly convened meeting of the Board of Directors as of the date hereof, the call and notice of which is hereby expressly waived:

WHEREAS, the sole director of the Company desires to: (1) authorize, approve and ratify the actions taken by the sole shareholder of the Company pursuant to that certain Action by Written Consent of the Sole Shareholder dated October 25, 2000 to the extent required by applicable State law and/or the By-laws to give full effect to the actions taken therein; (2) remove all previously elected officers of the Company; and (3) effect the election of new officers for the Company; and

WHEREAS, each of the foregoing actions are intended to be effective retroactive to July 26, 2000.

NOW, THEREFORE, BE IT RESOLVED, that the actions taken by the sole shareholder of the Company pursuant to that certain Action by Written Consent of the Sole Shareholder dated October 25, 2000 be and hereby are, in all respects, authorized, approved and ratified effective July 26, 2000, to the extent required by applicable State law and/or the By-laws of the Company to give full effect to such actions; and

FURTHER RESOLVED, that, except as specifically set forth above, all previously elected officers of the Company be and hereby are removed as officers of the Company effective July 26, 2000; and

FINALLY RESOLVED, that the following individuals be and hereby are elected to the offices of the Company set opposite their respective names effective July 26, 2000, to serve until his/her successor is elected and qualified or until the earlier of his/her resignation or removal:

Frank A. Hoffmann - President

Anthony J. Villiotti - Vice President, CFO and Treasurer

James A. Lahtinen - Vice President, Rates and Regulatory Affairs

Martin J. Stanek - Vice President and Secretary

Carey A. Thomas - Vice President, Administration

Robert J. Gaipo - Regional President, East Region

Stephen R. Tolliver - Regional President, Midwest Region

David J. Beyer - Regional President, South Region

Renee J. Cypher - Assistant Secretary

Misty A. Sessions- Assistant Secretary

Julie I. Avins - Assistant Secretary

Frances L. Paul - Assistant Secretary

All of the officers are located at 200 Corporate Center Drive, Suite 300, Coraopolis, PA 15108 except Robert J. Gaipo, whose address is 8374 Market Street, Box 419, Bradenton, Florida 34202.

The undersigned, being the sole director of Arredonda Utility Company, Inc., takes the following action in lieu of a formal meeting in accordance with Section 607.134, Florida Statutes:

Name Change: The name of the Corporation shall be changed to Arredondo Utility Company, Inc.

WITNESS the due execution hereof as of the 25th day of October, 2000.

Frank A. Hoffmann Sole Director