

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Jun 02 1998 8:00am  
Secretary of State

| PROFIT CORPORATION ANNUAL REPORT 1998                                                                                                                                                                                                                                                                                                                                                                                                                           |  |                                                               |                                                                                                                                                  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS                                                                                                                                                                                                                                                                                                                                                                                                 |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>DOCUMENT #</b> F95000005380 (9) NMCHG 4-9-98                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                                                                                |                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 1. Corporation Name<br><del>THE SOUTHERN DEVELOPMENT AND INVESTMENT GROUP, INC.</del><br><b>Southern Company Energy Solutions INC.</b>                                                                                                                                                                                                                                                                                                                          |  |                                                                                                                                                |                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| Principal Place of Business<br>64 Perimeter Center East<br>Atlanta, GA 30346                                                                                                                                                                                                                                                                                                                                                                                    |  |                                                                                                                                                | Mailing Address<br>64 Perimeter Center East<br>Atlanta, GA 30346                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| DO NOT WRITE IN THIS SPACE                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                                                                                                                                                |                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 2. Principal Place of Business<br>21 241 Ralph McGill Blvd, NE<br>Suite, Apt. #, etc.<br>22 City & State<br>23 Atlanta, GA<br>24 Zip 30338 25 Country US                                                                                                                                                                                                                                                                                                        |  | 2a. Mailing Address<br>26 Audra L. McClellan<br>Suite, Apt. #, etc.<br>27 270 Peachtree Street<br>28 Atlanta, GA<br>29 Zip 30303 30 Country US |                                                                                                                                                  | 3. Date Incorporated or Qualified<br>11/2/95<br>4. FEI Number<br>58-1646715<br>Applied For<br>Not Applicable<br>5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required<br>6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees<br>8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |  |
| 9. Name and Address of Current Registered Agent<br>CORPORATION SERVICE COMPANY<br>1201 HAYS STREET<br>TALLAHASSEE FL 32301-2525                                                                                                                                                                                                                                                                                                                                 |  |                                                                                                                                                | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City FL 85 Zip Code |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes. |  |                                                                                                                                                |                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| SIGNATURE<br>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE                                                                                                                                                                                                                                                                                                    |  |                                                                                                                                                |                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                                                                                                                                                | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 1.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP<br>D<br>Beason, Robert S.<br>64 Perimeter Center East<br>Atlanta, GA 30346                                                                                                                                                                                                                                                                                                                                   |  |                                                                                                                                                | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP<br><input type="checkbox"/> DELETE                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 1.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP<br>D<br>Bowers, William<br>241 Ralph McGill Boulevard, NE<br>Atlanta, GA 30308                                                                                                                                                                                                                                                                                                                               |  |                                                                                                                                                | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP<br><input type="checkbox"/> DELETE                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 1.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP<br>D<br>DeNicola, Paul J.<br>241 Ralph McGill Boulevard, NE<br>Atlanta, GA 30308                                                                                                                                                                                                                                                                                                                             |  |                                                                                                                                                | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP<br><input type="checkbox"/> DELETE                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 1.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP<br>D<br>Evans, Dwight H.<br>2992 West Beach Boulevard<br>Gulfport, MS 39501                                                                                                                                                                                                                                                                                                                                  |  |                                                                                                                                                | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP<br><input type="checkbox"/> DELETE                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 1.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP<br>D<br>Fletcher, Kevin<br>241 Ralph McGill Boulevard, NE<br>Atlanta, GA 30308                                                                                                                                                                                                                                                                                                                               |  |                                                                                                                                                | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP<br><input type="checkbox"/> DELETE                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 1.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP<br>D<br>Roberts, Patricia L.<br>270 Peachtree Street<br>Atlanta, GA 30303                                                                                                                                                                                                                                                                                                                                    |  |                                                                                                                                                | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>6.4 CITY-ST-ZIP<br><input type="checkbox"/> DELETE                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Patricia L. Roberts 4/28/98 (404) 506-0542