

G05192

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January 27, 1998

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HAND DELIVERED

***805.00 ***175.00

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed is the original of each of the following merger documents:

1. Articles of Merger of TBGI, Inc. into Griffis, Inc.
2. Articles of Merger of TBU, Inc. into U. S. Propane, Inc.
3. Articles of Merger of Griffis, Inc. and U. S. Propane, Inc. into Peoples Gas Company
4. Articles of Merger of Griffis Gas, Inc., Griffis Gas Baker County, Inc., Griffis Gas Orlando, Inc., Griffis Gas of Gainesville, Inc., Griffis Gas of Starke, Inc. and Griffis Gas of the Beaches, Inc. into Peoples Gas Company

We would appreciate your filing these documents this date in the chronological order listed above.

This is also to request two certified copies each of Items 1 and 2 listed above and one certified copy each of Items 3 and 4 listed above.

Enclosed is our check in the amount of \$805 to cover the Division's filing fee and the cost of the certified copies.

Please acknowledge receipt and filing of the above by stamping the duplicate copy of this letter and returning same to this writer.

Thank you for your assistance in connection with this matter.

Sincerely,

James D. Beasley
James D. Beasley

JDB/pp
Enclosures

cc: Angela Llewellyn
David E. Schwartz

MERGER
1/27/98

CORAPMER

FILING 70
F. AGENT
CERT. COPY 105
CUS
OVERPAYMENT
TOTAL 175

FILED
DIVISION OF CORPORATIONS
98 JAN 27 PM 3:59

ARTICLES OF MERGER
Merger Sheet

MERGING:

TBU, INC., a FL corp., #P97000106509

INTO

U.S. PROPANE, INC., a Florida corporation, G05192

File date: January 27, 1998

Corporate Specialist: Susan Payne

STATE OF FLORIDA

ARTICLES OF MERGER

OF

TBU, INC.

(a Florida corporation)

INTO

U.S. PROPANE, INC.

(a Florida corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 27 PM 2:56

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) TBU, Inc. ("TBU"), a Florida corporation, will be merged with and into U.S. Propane, Inc. ("USPI"), a Florida corporation, and USPI will be the surviving corporation.
- (b) All of the outstanding shares of common stock of USPI and all of the outstanding shares of Griffis, Inc., a Florida corporation wholly-owned by the same sole shareholder of USPI, will be converted into an aggregate of 606,060 shares of common stock of TECO Energy, Inc, a Florida corporation that owns 100% of the issued and outstanding stock of TBU.
- (c) Each share of common stock of TBU shall be converted into and become one share of common stock of the surviving corporation.

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 January 20, 1998, pursuant to which TBU will be merged with and into USPI was adopted by the sole shareholder of TBU on January 20, 1998, and by the sole shareholder of USPI on January 19, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of U.S. Propane, Inc. and TBU, Inc. by their respective authorized officers as of the 27th day of January, 1998.

U.S. PROPANE, INC.

(Name of surviving corporation)

By

Name: Henry G. Griffis, Jr.

Title: Executive Vice President

TBU, INC.

By

Name: R.K. Eustace

Title: President