

J 155 44

CARLTON FIELDS

ATTORNEYS AT LAW

ONE HARBOUR PLACE
777 S. HARBOUR ISLAND BOULEVARD
TAMPA, FLORIDA 33602-5799

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FAX COVER SHEET

Date: June 2, 1997	Phone Number	Fax Number
To: Florida Division of Corporations	904-487-6052	904-922-4000
From: David P. Burke	813-223-7000	813-229-4133

Client/Matter No.: 36025/77023

Total Number of Pages Being Transmitted, Including Cover Sheet: 4

Message: Electronic Cover Sheet, Confirmation Letter and Articles of Dissolution for WR Properties, Inc.

PLEASE NOTE, THE DISSOLUTION IS EFFECTIVE MAY 30, 1997.

ADDITIONAL NO. (((H97000008936 1)))

RECEIVED

97 JUN -2 PM 3:13

DIVISION OF CORPORATIONS

97 JUN 2 PM 3:46

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(813) 223-7000

TELECOPIER OPERATOR: _____

May 28, 1997

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

JUN 3 1997

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: 6- 2-87 : 3:07PM :CARLTON,FIELDS-TAMPA- Department of State:# 2/ 4

5/30/97

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PUBLIC ACCESS SYSTEM
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3:08 PM

((H97000008936 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT

ACCT#: 076077000355

CONTACT: ANNE ELLIS

PHONE: (813)223-7000

FAX #: (813)229-4133

NAME: WR PROPERTIES, INC.

AUDIT NUMBER.....H97000008936

SENT BY: CFWESC-FAXROOM

: 6- 2-97 : 3:07PM : CARLTON, FIELDS-TAMPA- Department of State: # 9/ 4

CARLTON FIELDS

ATTORNEYS AT LAW

ONE HARBOUR PLACE
777 S. HARBOUR ISLAND BOULEVARD
TAMPA, FLORIDA 33602-5799

MAILING ADDRESS
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TEL (813) 223-7000 FAX (813) 229-4133

June 2, 1997

AUDIT NO. (((H97000008936 1)))

Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Via Telecopy
904-922-4000

Re: WR Properties, Inc.

Dear Sir or Madam:

This letter is a confirmation of the electronic filing of the Articles of Dissolution of WR Properties, Inc., effective as of May 30, 1997.

Sincerely yours,

Charles J. Beaudin, for:

David P. Burke
Florida Bar No. 350011

DPB/mpw
Enclosure

AUDIT NO. (((H97000008936 1)))

H97000008936 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -2 PM 3:46

**ARTICLES OF DISSOLUTION
OF
WR PROPERTIES, INC.**

WR Properties, Inc., a Florida corporation (the "Corporation"), is hereby dissolved under the laws of the State of Florida.

**ARTICLE I
Name**

The name of the Corporation is: WR Properties, Inc.

**ARTICLE II
Dissolution Authorized**

Dissolution was authorized on the 30 day of May, 1997 by the Corporation's sole shareholder and two directors by unanimous written consent, in accordance with Florida Statutes Section 607.0704.

**ARTICLE III
Shareholder Approval**

The number of votes cast by the Corporation's sole shareholder was sufficient for approval.

Dated this 30 day of May, 1997.

WCS PROPERTIES, INC.

By: William C. Skuba
William C. Skuba, President

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David P. Burke, Esq.
Carlton Fields
P.O. Box 3239
Tampa, FL 33602
Fla. Bar No.: 350011
Ph: 813-223-7000
Fax: 813-229-4133

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6/02/97

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((H97000009017 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT

ACCT#: 076077000355

CONTACT: ANNE ELLIS

PHONE: (813)223-7000

FAX #: (813)229-4133

NAME: WR PROPERTIES, INC.

AUDIT NUMBER.....H97000009017

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

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Amend

3 1997

97 JUN -2 PM 2:39
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FILED
SECRETARY OF STATE
DIVISION
97 JUL -2 PM 2:39**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WR PROPERTIES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, WR Properties, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendments to its Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is WR Properties, Inc.

**ARTICLE II
Amendment**

The text of the amendment to the Corporation's Articles of Incorporation is:

"Article IV of the Articles of Incorporation of the Corporation is hereby amended as follows: The corporation shall have authority to issue two (2) common shares with a par value of \$0.001333 per share."

**ARTICLE III
Date of Adoption**

The amendment was adopted on the 31 day of May, 1997.

**ARTICLE IV
Manner of Adoption**

The amendment was duly approved by the shareholders of the Corporation.

Effective as of this 30 day of May, 1997.

WR PROPERTIES, INC.

By: 

William C. Skuba
President

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W041997.1

David P. Burko, Esq.
Carlton Fields
P.O. Box 3239
Tampa, FL 33601
Fla. Bar No.: 350011
Ph: 813-223-7000
Fax: 813-229-4133

J18622

ARTICLES OF MERGER
Merger Sheet

MERGING:

LYKES ENERGY, INC.

J18622

INTO

TECO ENERGY, INC., a Florida corporation, F15141

File date: June 16, 1997

Corporate Specialist: Lyn Turley