



Progress Energy

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MJH

7/20

July 18, 2001

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

400004488064--5
-07/20/01--01075--007
****125.00 ****125.00

Re: Kanawha Liquid Terminal, LLC - Articles of Organization and
Ceredo Liquid Terminal, Inc. - Articles of Merger

Dear Sir or Madam:

Pursuant to a conversation July 13, 2001 with an examiner in your Limited Liability Company (LLC) Section, I am enclosing two filings to create an LLC and then merge an existing Florida corporation into the newly formed LLC. Please process these back to back. A separate check is provided for each filing: \$125 for the Articles of Organization and \$60 for the Articles of Merger.

Upon filing, please return both of the stamped Articles to my attention. Because we need to receive the stamped copies promptly after filing, I am enclosing a pre-addressed UPS envelope for their return. Your cooperation is greatly appreciated!

Sincerely,

Dawn H. Sutton

Dawn H. Sutton
Senior Paralegal

FILED
01 JUL 20 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
96343

Progress Energy Service Company, LLC
P.O. Box 1551
Raleigh, NC 27602

410 S. Wilmington Street

Tel 919-546-4163

Fax 919-546-2920

**ARTICLES OF ORGANIZATION
OF
KANAWHA LIQUID TERMINAL, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of the limited liability company is Kanawha Liquid Terminal, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is

Mailing Address:

P.O. Box 15208
St. Petersburg, Florida 33733

Street Address:

One Progress Plaza
Bank of America Tower
St. Petersburg, Florida 33701

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

ARTICLE V

REGISTERED AGENT; REGISTERED ADDRESS

The name of the initial registered agent of the Company is Suzanne C. Goodwin. The Florida street address of the initial registered agent of the Company is One Progress Plaza, Bank of America Tower, St. Petersburg, Florida 33701.

ARTICLE VI
MANAGEMENT

The Company is to be managed by its members.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s), if any, may, by unanimous written agreement, continue the business of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member of Kanawha Liquid Terminal, LLC has executed these Articles of Organization as of July 18, 2001.

By: _____

W. David Carter, Jr., as the
authorized representative of
Kanawha River Terminals, Inc.,
the sole Member

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

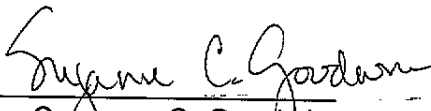
WITNESSETH:

That Kanawha Liquid Terminal, LLC desiring to organize under the laws of the State of Florida, has named Suzanne C. Goodwin, located at One Progress Plaza, Bank of America Tower, St. Petersburg, Florida 33701, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 18th day of July, 2001.

By: 
Suzanne C. Goodwin
Registered Agent