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August 7, 2000

HAND DELIVERED

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

FILED  
00 AUG -7 11:12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed for filing is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida of Peoples Gas Company, LLC along with a Certificate of Designation of Registered Agent/Registered Office. Accompanying this application is a certified copy each of a Certificate of Conversion and a Certificate of Formation together with one Certificate of Good Standing of the Office of the Secretary of State of the State of Delaware. I would also like to order a certified copy of the above referenced Application and a Certificate of Status of the above filing.

Also enclosed for filing with your office is Peoples Gas Company's Articles of Dissolution.

Our firm check is enclosed to cover the fees for this request and I would request that you contact me at 425-5486 when they are ready for pickup.

Sincerely,



Patricia G. Pottle

Enclosures

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-08/07/00--01085--003  
\*\*\*\*203.75 \*\*\*\*160.00

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Peoples Gas Company, LLC (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 59-0967303 (FEI number, if applicable)

4. May 31, 1950 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. May 31, 1950 as Peoples Gas Company, under Charter No. 161752, a Florida Corporation, which is being dissolved concurrently herewith (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 702 North Franklin Street Tampa, FL 33602 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

9. The usual business addresses of the managing members or managers are as follows:

702 North Franklin Street Tampa, FL 33602

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Sale of propane

[Handwritten signature]

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

R. K. Eustace, Vice President, TECO Propane Ventures, LLC, Sole Member Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Peoples Gas Company, LLC

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2. The name and the Florida street address of the registered agent and office are:

David E. Schwartz

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(Name)

702 North Franklin Street

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Florida street address (P.O. Box NOT ACCEPTABLE)

Tampa

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FL 33602

City/State/Zip

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00 AUG -7 AM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

  
(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEOPLES GAS COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

00 AUG -7 PM 12:10  
SECRET



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0602349

DATE: 08-04-00