

Division of Corporations

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P 00000074676

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : TECO ENERGY, INC.
Account Number : 076424001012
Phone : (813) 228-1807
Fax Number : (813) 228-1328

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT
TECO ENERGY SERVICES, INC.

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Amended & Restated

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Articles w/NAME CHANGE

August 30, 2000

TECO ENERGY SERVICES, INC.
702 NORTH FRANKLIN STREET
TAMPA, FL 33602

SUBJECT: TECO ENERGY SERVICES, INC.
REF: P00000074676

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000045578
Letter Number: 400A00046372

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TECO ENERGY SERVICES, INC.**

Pursuant to Section 607.1007 of the Florida Statutes, TECO Energy Services, Inc., a Florida corporation (the "Corporation"), certifies that:

(1) The original articles of incorporation of the Corporation were filed by the Department of State on August 7, 2000;

(2) The Articles of Incorporation of the Corporation are amended as follows:

(a) Article One of the Articles of Incorporation is amended, in its entirety, to read as follows:

The name of this corporation is: TECO Solutions, Inc.;

(3) Shareholder approval is not required because the Corporation has not yet issued shares;

(4) This amendment to the Articles of Incorporation was duly adopted by the Board of Directors of the Corporation, pursuant to Section 607.1005 of the Florida Statutes, by consent dated August 29, 2000; and

(5) There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendment, which was adopted pursuant to Section 607.1005, Florida Statutes, and the omission of matters of historical interest.

The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of the date of filing with the Department of State, to read as follows:

ARTICLE I

Name

The name of this corporation is: TECO Solutions, Inc.

ARTICLE II

Principal Address

The principal address of the corporation is: 702 North Franklin Street, Tampa, FL 33602

ARTICLE III

Duration

This corporation shall exist perpetually unless dissolved according to law.

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ARTICLE IV**Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE V**Authorized Shares**

The maximum number of shares which the corporation shall be authorized to issue is 7,500 shares of common stock, \$1.00 par value per share.

The consideration for the purchase of any such stock from this corporation shall be set from time to time by the Directors of the corporation at any regular meeting or any special meeting called for such purpose, always provided that such consideration shall not be less than par value, but it may be either money current of the United States of America or good and sufficient exchange of an item of value comparable or greater than the stock purchase therewith in this corporation, and said stock shall be fully paid and nonaccessible when such consideration is paid.

ARTICLE VI**Initial Registered Office and Agent**

The address of the initial registered office of this corporation is 702 North Franklin Street, Tampa, Florida 33602, and the name of the corporation's initial registered agent at that address is S. M. McDevitt. This corporation shall have the right to change such registered office and such registered agent from time to time as provided by law.

ARTICLE VII**Board of Directors**

The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be determined as provided in the bylaws. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders.

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ARTICLE VIII**Initial Board of Directors**

The number of directors constituting the Initial Board of Directors of the corporation is three, and the name and street address of the initial directors, who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
W. N. Cantrell	702 N. Franklin Street Tampa, FL 33602
R. K. Eustace	702 N. Franklin Street Tampa, FL 33602
G. L. Gillette	702 N. Franklin Street Tampa, FL 33602

The number of directors may be increased or decreased from time to time, and vacancies shall be filled as provided in the bylaws.

ARTICLE IX**Incorporator**

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
D. F. Schwartz	702 N. Franklin Street Tampa, FL 33602

ARTICLE X**Bylaws**

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of shareholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the United States.

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ARTICLE XI

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

The undersigned has executed, subscribed and acknowledged these Amended and Restated Articles of Incorporation on August 29, 2000.



D. E. Schwartz
Incorporator

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TECO ENERGY SERVICES, INC.**ACTION BY CONSENT IN LIEU OF
DIRECTORS' MEETING****AUGUST 29, 2000**

We, the undersigned, being all the Directors of TECO Energy Services, Inc., do hereby consent to the adoption of the following resolution, and it is hereby adopted with the same force and effect as if regularly presented and adopted at a duly constituted meeting of the Board of Directors of the Corporation:

WHEREAS, the Corporation has not yet issued shares; and

WHEREAS, Section 607.1005 of the Florida Statutes allows for the amendment of the Articles of Incorporation by action of the Board of Directors when shares have not yet been issued;

NOW, THEREFORE, BE IT RESOLVED, that Article One of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

The name of this Corporation is: TECO Solutions, Inc.;

RESOLVED, that the Incorporator or a Director of the Corporation are each hereby authorized to execute, acknowledge and file Amended and Restated Articles of Incorporation reflecting the foregoing amendment with the Department of State of the State of Florida and to take any other action as may be necessary or desirable to change the name of the Corporation.

Dated: August 29, 2000



W. N. Cantrell



R. K. Eustace



G. L. Gillette

Filed in the records of the Corporation on August 29, 2000.

By: 
D. E. Schwartz
Secretary

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