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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : TECO ENERGY, INC.  
Account Number : 076424001012  
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FLORIDA PROFIT CORPORATION OR P.A.

TPS GP, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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B. McKnight OCT 24 2000

**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TPS GP, INC.**

The undersigned, acting as incorporator of TPS GP, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of this corporation is: TPS GP, 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.

**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.

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## 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 Sheila 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.

## 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>
R. E. Ludwig	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. E. 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.

ARTICLE XI

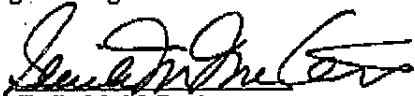
Amendment of Articles of Incorporation

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of October, 2000.

  
D. E. Schwartz  
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation 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.

  
Sheila M. McDevitt  
Registered Agent