



Progress Energy

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
December 19, 2001

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

Re: Creation of two entities: Progress Telecom Corporation and Progress Telecom International, LLC

Dear Sir or Madam:

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-12/24/01--01001--001
*****78.75 *****78.75

Enclosed please find organizational documents (an original and one copy) to create two new entities:

- Articles of Incorporation of Progress Telecom Corporation, along with a check for \$78.75 in payment of the \$35 filing fee, the \$35 registered agent fee and \$8.75 for a certified copy of the Articles.
- Articles of Organization of Progress Telecom International, LLC, along with a check for \$125 in payment of the \$100 filing fee and the \$25 registered agent fee.

If both entities cannot be authorized on the same date, please file the corporation documents first. Upon filing, please return the certified copy of the Articles of Incorporation and the documentation for the LLC to my attention at the address below.

Dawn Sutton
Legal Dept. - PEB 17B2
Progress Energy Service Co.
P.O. Box 1551
Raleigh, NC 27602-1551

Your cooperation is greatly appreciated!

Sincerely,

Dawn H. Sutton

Dawn H. Sutton
Senior Paralegal

Enclosures

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

410 S. Wilmington Street

Tel 919-546-4163

Fax 919-546-2920

OK per B Register

D. White
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**ARTICLES OF INCORPORATION
OF
PROGRESS TELECOM CORPORATION**

ARTICLE I - NAME

The name of the corporation is Progress Telecom Corporation (hereinafter called the Corporation”).

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 263 Thirteenth Avenue South, St. Petersburg, Florida 33701.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, no par value.

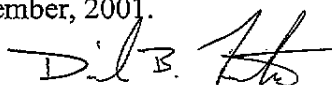
ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the Corporation’s initial registered agent is Suzanne C. Goodwin. The street address of the initial registered office of the Corporation is Legal Department, Progress Energy Service Company, LLC, 100 Central Avenue, MAC: CX1D, St. Petersburg, Florida 33701.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is David B. Fountain, Legal Department, Progress Energy Service Company, LLC, 410 S. Wilmington Street, Raleigh, North Carolina 27601.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of December, 2001.



David B. Fountain, Incorporator

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

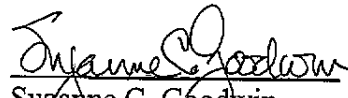
WITNESSETH:

That Progress Telecom Corporation, desiring to organize under the laws of the State of Florida, has named Suzanne C. Goodwin, located at Legal Department, Progress Energy Service Company, LLC, 100 Central Avenue, MAC: CX1D, 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 607.0505, Florida Statutes.

Dated this 20th day of December, 2001.


Suzanne C. Goodwin
Registered Agent

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