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TRANSMITTAL LETTER

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02 FEB 21 PM 2: 54

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporation
P. O. Box 6327
Tallahassee FL 32314

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-02/21/02--01020--007
*****87.50 *****87.50

SUBJECT: TC Power, Inc.
Proposed corporate name

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

Eighty Seven Dollars and 50/100 (\$87.50)

FROM: Elosie T McClellan

Name

716 Hart Street

Address

Ft Walton Beach, Fl 32547-1902

City, State & Zip

850-864-4710

864-3945
Daytime Telephone Number

D. WHITE FEB 25 2002
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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

TC Power, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

716 Hart Street
Ft Walton Beach, Fl 32547-1902

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares of Common Stock having a Par Value of One and No/100 (\$1.00) Dollar Per Share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Elosie T McClellan
716 Hart Street
Ft Walton Beach, Fl 32547-1902

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Elosie T McClellan
716 Hart Street
Ft Walton Beach, Fl 32547-1902

ARTICLE VI EFFECTIVE DATE

Elosie T. McClellan 2/18/02
Signature/Incorporator Date

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TALLAHASSEE FLORIDA

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

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

x T.C. Power, Inc.

2. The name and address of the registered agent and office is:

x Eloise T. McKellan
(Name)

x 716 HART STREET
(P.O. Box NOT acceptable)

x FT. WALTON BEACH FL. 32547
(City/State/Zip)

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.

x Eloise T. McKellan
Signature

2/25/02
Date