

MAY-04-2004

TECO ENERGY, INC.

8132 132 P.01

PO4000072743

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000098208 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : TECO ENERGY, INC.
Account Number : 076424001012
Phone : (813)228-1431
Fax Number : (813)228-1328

FLORIDA PROFIT CORPORATION OR P.A.

Dell Holding Co.

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

FILED
04 MAY -4 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

TS05/05/04

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
DELL HOLDING CO.

The undersigned, acting as incorporator of Dell Holding Co. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is: Dell Holding Co.

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 nonassessable when such consideration is paid.

FILED
04 MAY - 4 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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> |
|----------------|---|
| C. R. Black | 702 N. Franklin Street Tampa, FL 33602 |
| J. B. Ramil | 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 |

