

To +1 (850) 205-0381
Subject

From: Patricia Tadlock

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SECRETARY OF STATE
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Division of Corporations
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Division of Corporations
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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 210450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

0164.47502

FLORIDA PROFIT/NON PROFIT CORPORATION

CINERGY NORTH AMERICA, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
CINERGY NORTH AMERICA, INC**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I
NAME

The name of this Corporation shall be CINERGY NORTH AMERICA, INC., and its principal place of business shall be located at 4800 Bass Point Road, Orlando, FL 32820.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of filing these articles of incorporation with the Secretary of State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV
CAPITAL STOCK

1. **Number and Class of Shares Authorized; Par Value.** This Corporation is authorized to issue One Hundred Thousand (100,000) shares of voting common stock, having One Cent (\$.01) par value.

2. **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration

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as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. **No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 515 East Park Avenue, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at that address shall be CORPDIRECT AGENTS. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and street address of the initial director of this Corporation is:

Richard A.P. Merrigan
4800 Bass Point Road
Orlando, FL 32820

ARTICLE VII
INCORPORATOR

The name and street address of the person signing these articles as incorporator is:

Richard A.P. Merrigan
4800 Bass Point Road
Orlando, FL 32820

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ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set her name and seal as of this 1st day of February, 2006.

 (SEAL)
Richard Merrigan

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

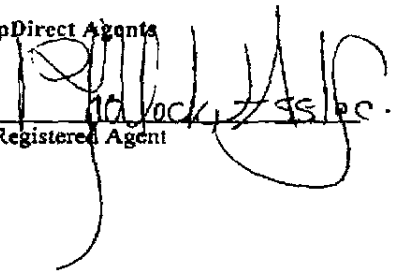
CINERGY NORTH AMERICA, INC. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 4800 Bass Point Road, Orlando, FL 32820, has named and designated: **CORPDIRECT AGENTS**, with its registered office located at: 515 East Park Avenue, Tallahassee, Florida 32301, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **CINERGY NORTH AMERICA, INC.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 1st day of February, 2006.

CorpDirect Agents

By: 
Registered Agent

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DIVISION