

APR 27, 1998 4:54 PM

TECO ENERGY CORP OFFICE

Q. 3228 P.

P94000039171
(((H98000007844 7)))

TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: TECO ENERGY, INC.
076424001012

ACCT#:

CONTACT: CINDY ORLOWSKI'S
PHONE: (813)228-1807

FAX #:

(813)228-4811

NAME: TPS PANAMA ONE, INC.

AUDIT NUMBER.....H98000007844

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES.....

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED

98 APR 28 AM 8:30

DIVISION OF CORPORATIONS

*Amended & Restated
w/ Name
Change*

*04/28/98
X*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 28 PM 1:33

FILED

APR. 24. 1998 5:05PM TECO ENERGY CORP OFFICE

NO. 3192 P. 1

((H98000007844 7))

TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: TECO ENERGY, INC.
076424001012

ACCT#:

CONTACT: CINDY ORLOWSKI'S
PHONE: (813)228-1807
(813)228-4811

FAX #:

NAME: TPS PANAMA ONE, INC.

AUDIT NUMBER.....H98000007844

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED
98 APR 27 AM 8:21
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 27, 1998

TPS PANAMA ONE, INC.
C/O R.H. KESSEL
P.O. BOX 111
TAMPA, FL 33601-0111US

SUBJECT: TPS PANAMA ONE, INC.
REF: P94000039171

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000007844
Letter Number: 998A00022728

H98000007844

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TPS PANAMA ONE, INC.**

Pursuant to Section 607.1007 of the Florida Statutes, TPS Panama One, Inc., a Florida corporation (the "Corporation"), certifies that:

(1) The original articles of incorporation of the Corporation were filed by the Department of State on May 25, 1994;

(2) The Articles of Incorporation of the Corporation are amended as follows:

(a) Article One of the Articles of Incorporation is amended, in its entirety, to read as follows:

The name of this corporation is: TPS Holdings, Inc.;

(3) This amendment to the Articles of Incorporation was duly adopted by the sole shareholder of the Corporation by consent dated April 24, 1998; and

(4) There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendment, which was adopted pursuant to Section 607.1003, Florida Statutes, and the omission of matters of historical interest.

The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of the date of filing with the Department of State, to read as follows:

ARTICLE I

Name

The name of this corporation is: TPS Holdings, Inc.

ARTICLE II

Principal Address

The principal office of the corporation is: 702 North Franklin Street, Tampa, FL 33602

ARTICLE III

Duration

This corporation shall exist perpetually unless dissolved according to law.

Sheila M. McDevitt
702 North Franklin Street
Tampa, FL 33602
(813) 228-1808
Fla. Bar No. 270814

j:tpshold\articles.001

FILED
98 APR 28 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000007844

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 of the State of Florida 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 nonaccessable when such consideration is paid.

ARTICLE VI

Registered Office and Agent

The address of the registered office of this corporation is 702 North Franklin Street, Tampa, Florida 33602, and the name of the corporation's registered agent at that office is S. 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

Board of Directors

The number of directors constituting the Board of Directors of the corporation is three, and the name and street address of the 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. K. Eustace	702 N. Franklin Street Tampa, FL 33602
G. L. Gillette	702 N. Franklin Street Tampa, FL 33602
R. E. Ludwig	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>
R. H. Kessel	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.

APR. 27. 1998 4:55PM

TECO ENERGY CORP OFFICE

NO. 3228 P. 6

H98000007844

The undersigned has executed, subscribed and acknowledged these Amended and Restated Articles of
Incorporation on April 24, 1998.


G. D. Jennings, Jr.
Vice President

H98000007844