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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FLORIDA PROGRESS CORPORATION

DEPARTMENT OF STATE

200 CENTRAL AVE

STATE OF FLORIDA

409 EAST GAINES STREET

ST PETERSBURG FL 33701-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PROGRESS POWER MARKETING, INC.

FAX AUDIT NUMBER: H96000005107

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/10/1996

TIME REQUESTED: 15:35:26

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PROGRESS POWER MARKETING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
Name

The name of the Corporation shall be:

PROGRESS POWER MARKETING, INC.

ARTICLE II
Principal Office

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

One Progress Plaza
St. Petersburg, Florida 33701

ARTICLE III
Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000).

ARTICLE IV
Initial Registered Agent and Address

The name and address of the initial agent is:

Pauline M. Fry
One Progress Plaza
St. Petersburg, FL 33701

Prepared by:
A. H. Stephens
3401 34th Street S.
St. Petersburg, FL 33711

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ARTICLE V
Directors

The names of the initial Directors of the corporation are as follows:

Roland C. Bonner
Richard D. Keller
Jeffrey R. Heinicka

ARTICLE VI
Incorporator

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

Progress Energy Corporation
One Progress Plaza
St. Petersburg, FL 33701

The undersigned has executed these Articles of Incorporation this 10th day of April, 1996.

PROGRESS ENERGY CORPORATION

By: 
Roland C. Bonner, President

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

Pursuant to the provisions of Section 607.0501, 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: **PROGRESS POWER MARKETING, INC.**

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

Pauline M. Fry
One Progress Plaza
St. Petersburg, FL 33701

PROGRESS ENERGY CORPORATION

By: *Roland C. Bonner*
Roland C. Bonner

Title: President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Pauline M. Fry
Pauline M. Fry
Registered Agent

Date: April 10th, 1996

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