

P960000032088

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

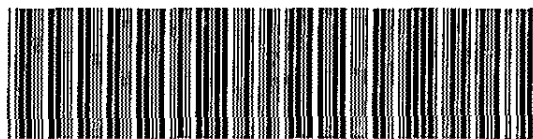
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TALLAHASSEE, FLORIDA

**CONSENT OF THE SOLE SHAREHOLDER OF  
PROGRESS POWER MARKETING, INC.  
TO ACTION WITHOUT MEETING**

The undersigned, being the sole shareholder of Progress Power Marketing, Inc., a Florida Corporation (the "Corporation"), does hereby waive notice of a meeting of the shareholders of the Corporation and hereby consents to the following actions and adopts the following resolutions by written consent:

**APPROVAL OF DISSOLUTION OF  
PROGRESS POWER MARKETING, INC.**

WHEREAS, the Board of Directors of the Corporation (the "Board") has recommended the dissolution of the Corporation; and

WHEREAS, the Florida Statutes (the "Statutes") provide for dissolution of a corporation upon written consent of the shareholders; and

WHEREAS, Progress Energy Corporation is the sole shareholder of the Corporation;

NOW THEREFORE, BE IT RESOLVED, that the sole shareholder of Progress Power Marketing, Inc. hereby approves the Board's proposal to dissolve the Corporation and hereby authorizes such dissolution; and

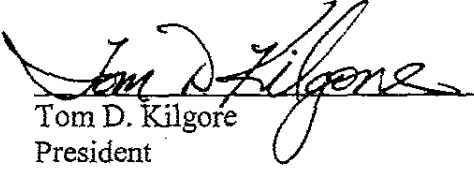
FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to execute and file with the Florida Secretary of State the Articles of Dissolution, in substantially the form attached as Exhibit A, pursuant to Section 607.1403 of the Statutes; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to take any and all actions necessary and advisable in order to carry out the dissolution of the Corporation.

Dated: May 30, 2003

Progress Energy Corporation  
Sole Shareholder

By:

  
Tom D. Kilgore  
President

## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Progress Power Marketing, Inc.

SECOND: The date dissolution was authorized: May 30, 2003

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

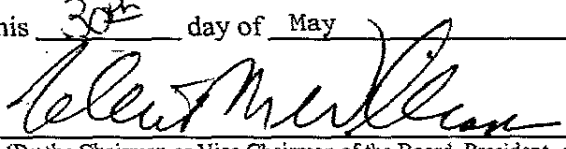
The number of votes cast for dissolution was sufficient for approval by

Progress Energy Corporation, Sole Shareholder

(voting group)

Signed this 30<sup>th</sup> day of May, 2003

Signature

  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Robert M. Williams

(Typed or printed name)

Assistant Secretary

(Title)

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