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4/12/96 4:18 PM FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: TECO ENERGY, INC.
DEPARTMENT OF STATE 702 N FRANKLIN ST
STATE OF FLORIDA P.O. BOX 111
409 EAST GAINES STREET TAMPA FL 33601-02-
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NAME: TECO ENERGYSOURCE, INC.
FAX AUDIT NUMBER: H96000005243 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
TECO ENERGYSOURCE, INC.

FILED
96 APR 15 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of TECO EnergySource, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is: TECO EnergySource, Inc.

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 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.

S. M. McDevitt
Bar No. 270814
P.O. Box 111
Tampa, FL 33601

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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 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**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>
R. E. Ludwig	702 N. Franklin Street Tampa, FL 33602
A. D. Oak	702 N. Franklin Street Tampa, FL 33602
R. K. Eustace	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>
S. M. McDevitt	702 N. Franklin Street Tampa, FL 33602

ARTICLE X

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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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of April, 1996.


S. M. McDevitt

STATE OF FLORIDA


COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, S. M. McDevitt, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 12th day of April, 1996.



CINDY L. ORLEWSKI
My Commission CO377180
Expires Jun. 01, 1998
Bonded by HAI
800-422-1855


Notary Public
State of Florida at Large
PERSONALLY KNOWN

(AFFIX NOTARIAL SEAL)

CERTIFICATE DESIGNATING REGISTERED AGENT

AND REGISTERED OFFICE

H96000003243

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

TECO EnergySource, Inc. desiring to organize as a corporation under the laws of the State of Florida has designated 702 North Franklin Street, Tampa, Florida 33602 as its initial registered office and has named S. M. McDovitt, located at said address, as its initial registered agent.


Incorporator

Having been named registered agent for the above-stated corporation at the designated registered office, the undersigned hereby accepts said appointment, agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office and is familiar with, and accepts, the obligations provided for in Florida Statutes Section 607.0505.


Registered Agent

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96 APR 15 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA