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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FLORIDA PROGRESS CORPORATION
CONTACT: PAULINE M FRY
PHONE: (813)824-6515

ACCT#: 072720000173

FAX #: (813)824-6537

NAME: ECHELON DEVELOPMENT CORPORATION
AUDIT NUMBER.....H96000015314

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
ECHELON DEVELOPMENT CORPORATION

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:

ECHELON DEVELOPMENT CORPORATION

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 Hundred Thousand (100,000), par value \$.01 per share.

ARTICLE IV
Initial Registered Agent and Address

The name and address of the initial agent is:

Larry J. Newsome
One Progress Plaza
St. Petersburg, FL 33701

Prepared by: J. Cary Ross, Jr., Esq.
2700 Barnett Plaza
101 E. Kennedy Blvd.
Tampa, FL 33601
(813) 223-7474
Fla. Bar # 378771

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ARTICLE V
Directors

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

D. A. LeClair
Larry J. Newsome
Michael S. Talmadge

ARTICLE VI
Incorporator

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

Echelon International Corporation
One Progress Plaza
St. Petersburg, FL 33701

The undersigned has executed these Articles of Incorporation this 30th day of October, 1996.

ECHELON INTERNATIONAL CORPORATION

By: 

Larry A. LeClair, President
and Chief Executive Officer

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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: ECHELON DEVELOPMENT CORPORATION.

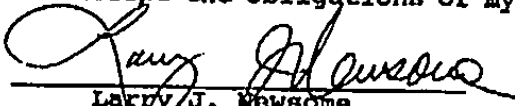
2. The name and address of the registered agent and office is:

Larry J. Newsome
One Progress Plaza
St. Petersburg, FL 33701

ECHELON INTERNATIONAL CORPORATION

By: 
Darryl A. LeClair
President and Chief Executive Officer

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.


Larry J. Newsome
Registered Agent

Date: October 30th, 1996

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