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8/08/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072720000173

FAX #: (813)824-6537

NAME: PROGRESS HOLDINGS, INC.

AUDIT NUMBER.....H97000013041

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
PROGRESS HOLDINGS, INC.

97 AUG -8 PM 3:49
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 HOLDINGS, 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) shares, no par value.

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

K. E. Armstrong
One Progress Plaza
St. Petersburg, FL 33701
(813) 824-6515
Fla. Bar #0653845
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ARTICLE V
Directors

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

Stanley I. Gamett, II
Ricard Korpan
Joseph H. Richardson

ARTICLE VI
Incorporator

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

Progress Capital Holdings, Inc.
One Progress Plaza
St. Petersburg, FL 33701

The undersigned has executed these Articles of Incorporation this 8th day of August, 1997.

PROGRESS CAPITAL HOLDINGS, INC.

By: 
James V. Smaliwood
Vice President and Treasurer

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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.

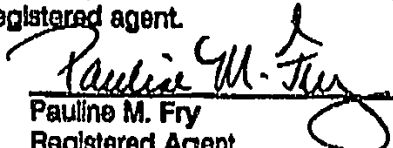
1. The name of the corporation is: **PROGRESS HOLDINGS, INC.**
2. The name and address of the registered agent and office is:

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

PROGRESS CAPITAL HOLDINGS, INC.

By: 
James V. Smallwood
Vice President and Treasurer

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
Registered Agent
Date: August 8, 1997

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