



P97000069042

ACCOUNT NO. : 072100000032

REFERENCE : 603166 7231625

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 35.00

FILED
02 OCT -7 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 30, 2002

ORDER TIME : 9:32 AM

ORDER NO. : 603166-605

CUSTOMER NO: 7231625

CUSTOMER: Ms. Ann Fanning
Progress Energy, Inc
411 Fayetteville Street

4000008246114--2

Raleigh, NC 27601

CHANGE OF AGENT

NAME: PROGRESS HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

RECEIVED
02 OCT -7 PM 4:35
DIVISION OF CORPORATION

CONTACT PERSON: Troy Todd -- EXT# 1140

EXAMINER: _____

C. Coulllette OCT 07 2002

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : PROGRESS HOLDINGS, INC.

2. The mailing address of the corporation : c/o Shareholder Relations

410 South Wilmington Street, P.O. Box 1551, PEB 17B5, Raleigh, NC 27601

3. Date of incorporation/qualification: 08/08/1997 Document number: P97000069042

4. The name and address of the current registered agent and office:

Ann M. Ford

100 Central Avenue

St. Petersburg, FL 33701-3324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Laura R. Dunlap

(Signature of an officer, chairman or vice chairman of the board)

10/2/02

(Date)

Laura R. Dunlap, Attorney in Fact

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Deborah D. Skipper

(Signature of Registered Agent)

10/4/02

(Date)

If signing on behalf of an entity:

Deborah D. Skipper
Asst. V. Pres.

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***