

P970000103783

WARTON G. GERT
GARY M. WATERS
JOSEPH A. YICK, JR.
MICHAEL N. BROWN
MARLAN P. McCULLOCH
ROBERT A. MORA
BENJAMIN MORRIS
A. CHRISTOPHER KASTEN, II
RICHARD A. HARRISON
DONALD W. STANLEY, JR.
JAMES S. EGGERT
STEVEN F. THOMPSON
M. DAVID LINTON
TABATHA A. LIEBERT

RALPH C. DELL, OF COUNSEL

† BOARD CERTIFIED, MARITAL
& FAMILY LAW

Law Offices

ALLEN, DELL, FRANK & TRINKLE P.A.

SUITE 1240, THE BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
POST OFFICE BOX 2111
TAMPA, FLORIDA 33601
(813) 223-5351

ROY W. ALLEN (1902-1987)
ROBERT FRANK (1924-1989)
JOHN R. TRINKLE, JR. (1928-1987)

AUTOMATIC TELECOPIER
(813) 229-6682

December 1, 1997

VIA FEDERAL EXPRESS

FILED
97 DEC -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Putnam Leasing Company A, Inc.
Putnam Leasing Company B, Inc.
~~Putnam Leasing Company C, Inc.~~

800002365568--3
-12/08/97--01090--004
****367.50 ****122.50

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of each of the above named corporations. Please file each and have the copies certified and returned to me in the enclosed, postage paid envelope. (Federal Express).

In payment of filing charges, we enclose herewith our firm check in the amount of \$367.50, which represents payment of the following items:

- | | | |
|---|---|-----------|
| ① | Filing fee for Articles of Incorporation (3 @ \$35.00) | \$ 105.00 |
| ② | Certified copy of Articles of Incorporation (3 @ \$52.50) | 157.50 |
| ③ | Designation of Registered Agent (3 @ \$ 35 .00) | 105.00 |

TOTAL \$ 367.50

Thank you for your assistance in this matter.

Robert GAVE

Very truly yours,

AUTHORIZATION BY PHONE TO

CORRECT

DATE 12/10/97

DOC. EXAM
Enclosures

Robert A. Mora

TM-12/10/97

**ARTICLES OF INCORPORATION
OF
PUTNAM LEASING COMPANY C, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is Putnam Leasing Company C, Inc.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized is limited to the acquisition of a leasehold interest in the site of the Seminole Power Plant located in Palatka, Florida, and the acquisition of certain easements in such site, as well as a leasehold interest in certain assets of such Power Plant and to sublease an undivided interest in such site and assets to certain trusts, in accordance with the terms and conditions of a transaction referred in a Letter Agreement dated November 7, 1997, and referred to as the Seminole Unit No. 1 Lease/Leaseback Transaction.

FILED
97 DEC -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

The capital stock of this Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

All of said stock shall be payable in cash, at a just valuation to be determined by the Board of Directors of the Corporation.

ARTICLE V

REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 16313 North Dale Mabry Highway, Tampa, Florida 33688, and the name of the initial registered agent at such address is Richard J. Midulla. The Principal office is the same as the Registered office.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:

Name

Robert A. Mora

Address

Suite 1240, Barnett Plaza
101 E. Kennedy Blvd.
Tampa, Florida 33602

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of directors shall be as provided in the Bylaws of the Corporation but shall never be less than one (1).

Except as limited by these Articles of Incorporation or the Bylaws of the Corporation, the directors shall have all powers granted to them by the Florida General Corporation Act now in effect, or as it is thereafter amended.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of five directors. The names and addresses of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Bennie M. Rivenbark	14651 21st Street Dade City, Florida 33525
Wilson G. Sheppard	293 South U.S. 301 Sumterville, Florida 33585-0301
James P. Duncan	293 South U.S. 301 Sumterville, Florida 33585-0301
John Drake	Post Office Box 519 Highway 27, South Moore Haven, Florida 33471
Richard J. Midulla	16313 North Dale Mabry Highway Tampa, Florida 33688

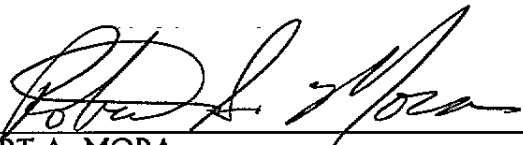
ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal Bylaw of the Corporation shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any Bylaws adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this

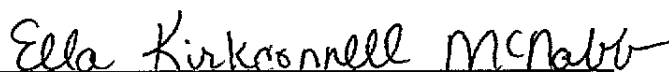
2nd day of December, 1997.



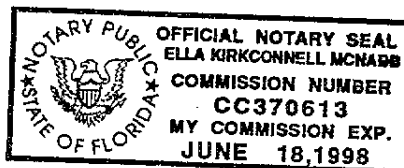
ROBERT A. MORA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2nd day of December, 1997,
by Robert A. Mora, who is personally known to me.



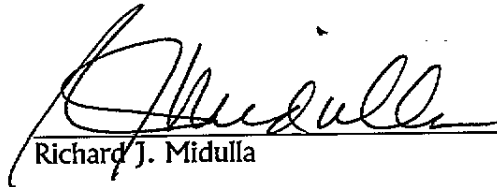
Notary Public



CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

Putnam Leasing Company C, Inc., desiring to organize under the Florida General Corporation Act, with its registered office, as indicated in the Articles of Incorporation, in the City of Tampa, County of Hillsborough, State of Florida, has named Richard J. Midulla located at 16313 N. Dale Mabry Highway, City of Tampa, County of Hillsborough State of Florida, 33688, as its registered agent within the state.

Having been named registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative hereto.


Richard J. Midulla

FILED
97 DEC -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA