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FLORIDA DIVISION OF CORPORATIONS
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FROM: FLORIDA PROGRESS CORPORATION

ACCT#: 072720000173

CONTACT: PAULINE M FRY

PHONE: (813)824-6515

FAX #: (813)824-6537

NAME: PROGRESS-EAGLE, INC.

AUDIT NUMBER.....H98000009362

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
PROGRESS-EAGLE, INC.

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-EAGLE, 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.

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

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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

ARTICLE V
Directors

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

Richard Korpan
Stanley I. Garnett, II
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 19th day of May, 1998.

PROGRESS CAPITAL HOLDINGS, INC.

By: Stanley I. Garnett, II
Stanley I. Garnett, II
Executive Vice President

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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-EAGLE, 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: Stanley I. Garnett, II
Stanley I. Garnett, II
Executive Vice President

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
Pauline M. Fry
Registered Agent

Date: May 19, 1998

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