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Rhodes Holdings, Inc.

Plaza Center
Suite 300
251A Royal Palm Way
Palm Beach, FL 33480-4355
561-659-5400
Fax 561-659-5671

May 20, 1999

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****122.50 *****78.75

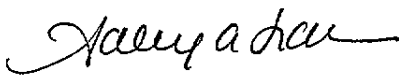
Division of Corporations
New Filings
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation of St. Lucie Interconnector corporation as well as the Certificate Designating Registered Agent and Registered Office. Kindly file our documents and send us a certified copy via FedEx using the enclosed airbill. Also enclosed is a check in the amount of \$122.50 covering the fees involved.

Should you have any questions, please give us a call.

Sincerely,



Sally A. Larson

/sal

Enclosures

FILED
1999 MAY 27 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1999 MAY 27 AM 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ST. LUCIE INTERCONNECTOR CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is St. Lucie Interconnector Corporation.

The address of the principal office of this corporation shall be 251A Royal Palm Way, Suite 300, Palm Beach, Florida 33480 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 251A Royal Palm Way, Suite 300, Palm Beach, Florida 33480, and the name of the initial registered agent of the corporation at that address is Paul Rhodes.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTOR

The number of directors constituting the corporation's initial board of directors is one (1) whose name and address is:

Paul Rhodes
251A Royal Palm Way, Suite 300
Palm Beach, FL 33480

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Paul Rhodes, 251A Royal Palm Way, Suite 300, Palm Beach, Florida 33480

IN WITNESS WHEREOF, I, have hereunto set my hand and seal this 20 day of May, 1999.

INCORPORATOR



STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Paul Rhodes, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes there in set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20th day of May, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
Sally A. Larson

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

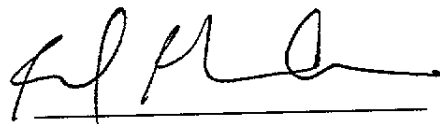
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is St. Lucie Interconnector Corporation.
2. The name and address of the registered agent and office is:

Paul Rhodes
251A Royal Palm Way
Suite 300
Palm Beach, FL 33480

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.

Dated this 20 day of May, 1999.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 27 AM 9:52

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