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SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney
JAMES H. SIESKY, P.A.
DOUGLAS A. WOOD, P.A.

SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34102

EFFECTIVE DATE
1-00

December 15, 1999

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-12/21/99--01013--010
*****78.75 *****78.75

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: NAPLES' NATURAL GAS COMPANY

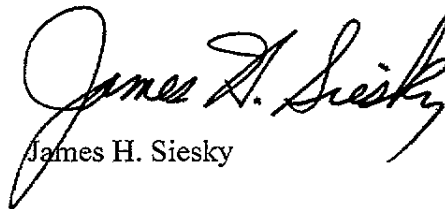
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, along with a check in the amount of \$78.75 for the filing fee. Please note effective date is January 1, 2000.

Please forward a certified copy of the charter to this office.

If you have any questions or if additional information is required, please contact the undersigned.

Sincerely yours,


James H. Siesky

/wlg
enclosure

FILED
1999 DEC 21 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F:\APPS\WP51\naples natural gas sos ltr.wpd

A. Howell DEC 28 1999

FILED

1999 DEC 21 AM 11: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NAPLES' NATURAL GAS COMPANY

EFFECTIVE DATE
1-1-00

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of the corporation is Naples' Natural Gas Company.

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing on January 1, 2000.

ARTICLE III

Purpose

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V

Initial Registered Office and Registered Agent

The name and address of the initial registered agent and office of this corporation is as follows:

James H. Siesky
SIESKY, PILON & WOOD
1000 North Tamiami Trail
Suite 201
Naples, FL 34102

The initial address of the principal office of the corporation in the State of Florida will be Post Office Box 8025, Naples, FL 34101.

ARTICLE VI
Initial Board of Directors

The initial Board of Directors shall consist of one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the initial director of this corporation are:

Michael Furtado
Post Office Box 8025
Naples, FL 34101

ARTICLE IX
Incorporator

The name and address of the person signing these Articles of Incorporation is:

James H. Siesky
SIESKY, PILON & WOOD
1000 North Tamiami Trail
Suite 201
Naples, FL 34102

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 15 day of December, 1999.


JAMES H. SIESKY

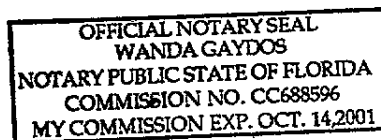
State of Florida
County of Collier

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared James H. Siesky known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same, and he is personally known to me.

Witness my hand and official seal in the county and state last aforesaid this 15 day of December, 1999.

(SEAL)


NOTARY PUBLIC



FILED

1999 DEC 21 AM 11: 52

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

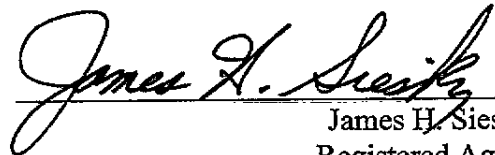
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, 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 Naples' Natural Gas Company.
2. The name of the registered agent is James H. Siesky.
3. The address of the registered agent/registered office is Siesky, Pilon & Wood, 1000 North Tamiami Trail, Suite 201, Naples, FL 34102.

Acceptance

Having been named as registered agent and designated to accept service of process for the above 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 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.



James H. Siesky
Registered Agent

Date: 12-15-99