

OCT. 3. 2000. 2:44PM  
DIVISION OF CORPORATIONS

NO. 9537 P. 1/6  
Page 1 of 1

S09108

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000052129 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 922-4000

From:  
Account Name : TECO ENERGY, INC.  
Account Number : 076424001012  
Phone : (813) 228-1807  
Fax Number : (813) 228-1328

FILED  
00 OCT -3 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

SDB LEASING CORP.

Certificate of Status	0
Certified Copy	1
Page Count	-04-
Estimated Charge	\$43.75

05

*Amended & Restated*

Electronic Filing Menu

Corporate Filing

Public Access Help

*Articles*

*10/3/00*

*DC*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 3, 2000

SDB LEASING CORP.  
6354 118TH AVENUE NORTH  
LARGO, FL 33773US

SUBJECT: SDB LEASING CORP.  
REF: S09108

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000052129  
Letter Number: 400A00052318

FILED  
00 OCT -3 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SDB LEASING CORP.**

Pursuant to Section 607.1007 of the Florida Statutes, SDB Leasing Corp., a Florida corporation (the "Corporation"), certifies that:

- (1) The name of the corporation is SDB Leasing Corp.
- (2) The Articles of Incorporation of the Corporation are amended in their entirety.
- (3) Pursuant to Section 607.1003(6) of the Florida Statutes, this amendment to the Articles of Incorporation was duly adopted by consent of the sole shareholder of the Corporation dated September 26, 2000.
- (4) With respect to the change of registered office and registered agent of the Corporation as set forth hereafter, the Corporation further states:
  - (a) The street address of its current registered office is 6354 118<sup>th</sup> Avenue North, Largo, Florida 33773;
  - (b) The street address of the new registered office is 702 North Franklin Street, Tampa, Florida 33602;
  - (c) The current registered agent is Stephen G. Blume;
  - (d) The name of the new registered agent of the Corporation is Sheila M. McDevitt. The new agent's written consent to the appointment is set forth below;
  - (e) The street address of the Corporation's registered office and the street address of the business office of its registered agent, as changed, will be identical; and
  - (f) The change was authorized by unanimous consent of the Corporation's board of directors dated September 26, 2000.

The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of the date of filing with the Department of State, to read as follows:

**ARTICLE I**

**Name**

The name of this corporation is: SDB Leasing Corp.

**ARTICLE II**

**Principal Address**

The principal address of the corporation is: 702 North Franklin Street, Tampa, FL 33602

### ARTICLE III

#### Duration

This corporation shall exist perpetually unless dissolved according to law.

### ARTICLE IV

#### Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

### ARTICLE V

#### Authorized Shares

The maximum number of shares which the corporation shall be authorized to issue is 7,500 shares of common stock, \$1.00 par value per share.

The consideration for the purchase of any such stock from this corporation shall be set from time to time by the Directors of the corporation at any regular meeting or any special meeting called for such purpose, always provided that such consideration shall not be less than par value, but it may be either money current of the United States of America or good and sufficient exchange of an item of value comparable or greater than the stock purchase therewith in this corporation, and said stock shall be fully paid and nonaccessible when such consideration is paid.

### ARTICLE VI

#### Registered Office and Agent

The address of the registered office of this corporation is 702 North Franklin Street, Tampa, Florida 33602, and the name of the corporation's registered agent at that address is S. M. McDevitt. This corporation shall have the right to change such registered office and such registered agent from time to time as provided by law.

### ARTICLE VII

#### Board of Directors

The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be determined as provided in the bylaws. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders.

### ARTICLE VIII

#### Board of Directors

The number of directors constituting the Board of Directors of the corporation is three, and the name and street address of the directors, who are to serve as directors until the next annual meeting of the shareholders, or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
W. N. Cantrell	702 N. Franklin Street Tampa, FL 33602
R. K. Eustace	702 N. Franklin Street Tampa, FL 33602
G. L. Gillette	702 N. Franklin Street Tampa, FL 33602

The number of directors may be increased or decreased from time to time, and vacancies shall be filled as provided in the bylaws.

#### ARTICLE IX

##### Incorporator

The names and street addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Stephen G. Blume	6354 118 <sup>th</sup> Avenue North Largo, Florida 34643
Daryl W. Blume	6354 118 <sup>th</sup> Avenue North Largo, Florida 34643

#### ARTICLE X

##### Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of shareholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the United States.

#### ARTICLE XI

##### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

0000 OCT. 3. 2000 2:45PM

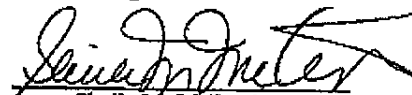
NO. 9537 P. 6/6

The undersigned has executed, subscribed and acknowledged these Amended and Restated Articles of Incorporation on September 27, 2000.



M. W. Gibson  
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.



Sheila M. McDevitt  
Registered Agent