

186998

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: _____
CORPORATE NAME

DOCUMENT NUMBER: _____

400003463304--6
-11/14/00--01067--023
280.00 **35.00

AMENDMENTS	
✓	Amendment \$35.00
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

- Certified Copy
- Certificate of Status

FROM: _____

MARTIN S. FRIEDMAN
ATTORNEY AT LAW
2548 BLAIRSTONE PINES DR.
TALLAHASSEE FL 32301

877-6355
City, State & Zip

Daytime Telephone number

00 NOV 14 AM 10:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Amend

G. PAYNE NOV 15 2000

ARTICLES OF AMENDMENT
KENSINGTON PARK UTILITIES, INC.

ACTION BY WRITTEN CONSENT
OF THE SOLE DIRECTOR

FILED
00 NOV 14 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole director of Kensington Park Utilities, Inc. (the "Company"), a Florida corporation, adopts the following resolutions by written consent as permitted by applicable State law, with the same force and effect as though such resolutions had been adopted at a duly convened meeting of the Board of Directors as of the date hereof, the call and notice of which is hereby expressly waived:

WHEREAS, the sole director of the Company desires to: (1) authorize, approve and ratify the actions taken by the sole shareholder of the Company pursuant to that certain Action by Written Consent of the Sole Shareholder dated October 25, 2000 to the extent required by applicable State law and/or the By-laws to give full effect to the actions taken therein; (2) remove all previously elected officers of the Company; and (3) effect the election of new officers for the Company; and

WHEREAS, each of the foregoing actions are intended to be effective retroactive to July 26, 2000.

NOW, THEREFORE, BE IT RESOLVED, that the actions taken by the sole shareholder of the Company pursuant to that certain Action by Written Consent of the Sole Shareholder dated October 25, 2000 be and hereby are, in all respects, authorized, approved and ratified effective July 26, 2000, to the extent required by applicable State law and/or the By-laws of the Company to give full effect to such actions; and

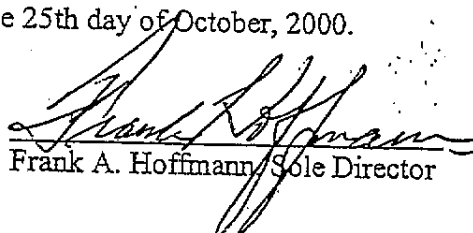
FURTHER RESOLVED, that, except as specifically set forth above, all previously elected officers of the Company be and hereby are removed as officers of the Company effective July 26, 2000; and

FINALLY RESOLVED, that the following individuals be and hereby are elected to the offices of the Company set opposite their respective names effective July 26, 2000, to serve until his/her successor is elected and qualified or until the earlier of his/her resignation or removal:

Frank A. Hoffmann - President
Anthony J. Villiotti - Vice President, CFO and Treasurer
James A. Lahtinen - Vice President, Rates and Regulatory Affairs
Martin J. Stanek - Vice President and Secretary
Carey A. Thomas - Vice President, Administration
Robert J. Gaipo - Regional President, East Region
Stephen R. Tolliver - Regional President, Midwest Region
David J. Beyer - Regional President, South Region
Renee J. Cypher - Assistant Secretary
Misty A. Sessions - Assistant Secretary
Julie I. Avins - Assistant Secretary
Frances L. Paul - Assistant Secretary

All of the officers are located at 200 Corporate Center Drive, Suite 300, Coraopolis, PA 15108 except Robert J. Gaipo, whose address is 8374 Market Street, Box 419, Bradenton, Florida 34202.

WITNESS the due execution hereof as of the 25th day of October, 2000.


Frank A. Hoffmann, Sole Director