

TO SECRETARY OF STATE
PROCESSING STATEMENT
106793

CHARTER NUMBER: 015974
ROLL AND FRAME: H588-1861

H588-1861

CORPORATION:

THE TOLEDO EDISON COMPANY

DOCUMENT NUMBER	CODE	FEE
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93050338501	AMD	35.00

085312

RETURN TO: CENTEON ENERGY
ATTN B A SMITH
P O BOX 94661
CLEVELAND OH 44101-4661

0155

H588-1862



The State of Ohio

Bob Taft

Secretary of State

15974

❖ Certificate ❖

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AND

of:

THE TOLEDO EDISON COMPANY

United States of America
State of Ohio
Office of the Secretary of State



Recorded on Roll H588 at Frame 1863 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 3RD day of MAY

A.D. 1993

Bob Taft

Bob Taft
Secretary of State

H5883-1863

CERTIFICATE OF AMENDMENT
to
AMENDED ARTICLES OF INCORPORATION
of
THE TOLEDO EDISON COMPANY

Adopted by the Sole Shareholder
on April 29, 1993
and filed with the Secretary of State of Ohio
on May 3, 1993

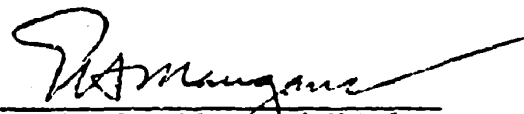
15974
APPROVED
Date: 5-3-93
3500
012050338301

E. H. Maugans, Vice President and Chief Financial Officer, and Janis T. Percio, Assistant Secretary, of The Toledo Edison Company, an Ohio corporation (hereinafter called the "Corporation"), with its principal place of business located in Toledo, Lucas County, Ohio, hereby do certify that by written minute of action dated April 29, 1993, the Sole Shareholder of the Corporation adopted the following resolution to amend the Amended Articles of Incorporation of the Corporation under the authority of Sections 1701.47, 1701.54, 1701.69 and 1701.71 of the Revised Code of Ohio:

RESOLVED, that the Amended Articles of Incorporation of The Toledo Edison Company be and they hereby are amended as follows:

1. By changing "June 1" to "September 1" in the ninth, eighteenth and twentieth lines of Section (d)(1) of Paragraph AB under the heading "Cumulative Preferred Stock" in Article Fourth.
2. By changing "June 1" to "September 1" in the first line of Section (d)(2) of Paragraph AB under the heading "Cumulative Preferred Stock" in Article Fourth.

IN WITNESS WHEREOF, E. H. Maugans, Vice President and Chief Financial Officer, and Janis T. Percio, Assistant Secretary, of The Toledo Edison Company, acting for and on its behalf do hereunto subscribe their names and affix the seal of the Corporation this 29th day of April, 1993.

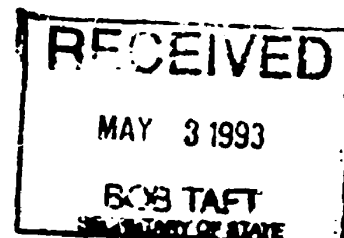


Vice President and Chief
Financial Officer



Assistant Secretary

F: (FINANCINGS) FORMS
T: TE Articles of Incorporation



HLSS-1064

() - (Telephone Number)

CORRESPONDENCE

