

HOOVER 1154

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

William Lawrence Sullivan
(Name of Firm or Company)

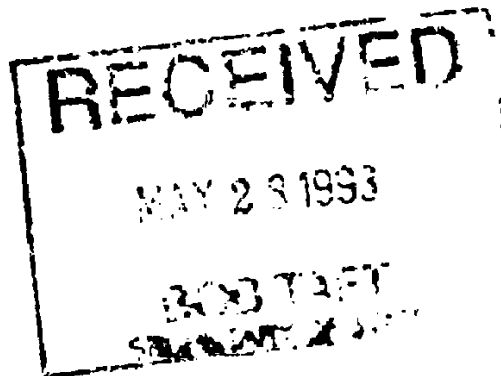
Richard E. Smith
(Attention)

41 S. High St.
(Street Address)

Columbus, Ohio 43215
(City, State and Zip Code)

1-365-2800 (Telephone Number)

CORRESPONDENCE



OHIO SECRETARY OF STATE
PROCESSING STATEMENT
06/03/93

CHARTER NUMBER: 009167
ROLL AND FRAME: H605-1150

HC605-1150

CORPORATION:

DOCUMENT NUMBER

CODE

FEE

THE CLEVELAND ELECTRIC ILLUMINATING COMPANY

93052819201

AND
CSS

35.00
NO FEE

091896

RETURN TO: SQUIRE, SANDERS & DEMPSEY
ATTN R FOM
41 S HIGH ST
COLUMBUS OH 43215

0019

H605-1151



The State of Ohio

Bob Taft

Secretary of State

9167

Certificate

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

of:

THE CLEVELAND ELECTRIC ILLUMINATING COMPANY

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

Recorded on Roll H605 at Frame 1152 of
the Records of Incorporation and Miscellaneous Fillings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 28TH day of MAY

A.D. 19 93



Bob Taft
Bob Taft
Secretary of State

H605-1152

CERTIFICATE OF AMENDMENT

to

AMENDED ARTICLES OF INCORPORATION
of

THE CLEVELAND ELECTRIC ILLUMINATING COMPANY

Creating 200,000 Shares of Serial Preferred Stock, \$42.40 Series T
(Without Par Value)Adopted by the Board of Directors
on May 25, 1993
and filed with the Secretary of State of Ohio
on May 28, 1993

E. H. Maugans, Vice President and Chief Financial Officer, and E. Lyle Pepin, Secretary, of The Cleveland Electric Illuminating Company, an Ohio corporation (hereinafter called the "Corporation"), with its principal place of business located in Cleveland, Cuyahoga County, Ohio, hereby do certify that a minute of action was adopted by the Board of Directors of the Corporation on the 25th day of May, 1993 and that the following resolution to amend the Amended Articles of Incorporation of the Corporation was adopted by the Board of Directors of the Corporation under the authority of Sections 1701.54, 1701.70(B)(1) and 1701.73(A) of the Revised Code of Ohio and Section 1 of Division A of Article Four of said Amended Articles of Incorporation:

RESOLVED, that the Amended Articles of Incorporation of The Cleveland Electric Illuminating Company be and they hereby are amended by adding at the end of Division A of Article Four thereof a new Section 26 reading as follows:

SECTION 26. Serial Preferred Stock, \$42.40 Series T. Of the 4,000,000 authorized shares of Serial Preferred Stock, 200,000 shares are designated as a series entitled "Serial Preferred Stock, \$42.40 Series T" (hereinafter called "Series T Stock"). The shares of Series T Stock shall have the express terms set forth in this Division as being applicable to all shares of Serial Preferred Stock as a class and, in addition, the following express terms applicable to all shares of Series T Stock as a series of the Serial Preferred Stock:

- (a) The annual dividend rate of the Series T Stock shall be \$42.40 per share.
- (b) Dividends on Series T Stock shall be payable, if declared, quarterly on the first day of February, May, August and November of each year, the first quarterly dividend being payable, if declared, on August 1, 1993, to the extent accrued. The amount of dividends payable for the initial dividend period or any period shorter than a full quarterly dividend period shall be calculated on the basis of a 360-day year and 30-day months or, with respect to any month in which any share of the Series T Stock is not outstanding for the entire month, the actual number of days that such share of Series T Stock is outstanding in such month.
- (c) Dividends on Series T Stock shall be cumulative as follows:

RECEIVED

MAY 28 1993

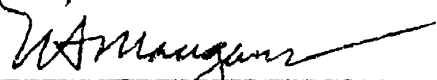
BOB TAFT

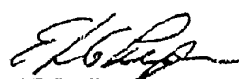
SECRETARY OF STATE

H605-1153

- (1) With respect to shares included in the initial issue of Series T Stock and shares issued any time thereafter up to and including the record date for the payment of the first dividend on the initial issue of Series T Stock, dividends shall be cumulative from the date of the initial issue of Series T Stock; and
- (2) With respect to shares issued any time after the aforesaid record date, dividends shall be cumulative from the dividend payment date next preceding the date of issue of such shares, except that if such shares are issued during the period commencing the day after the record date for the payment of a dividend on Series T Stock and ending on the payment date of that dividend, dividends with respect to such shares shall be cumulative from that dividend payment date.
- (d) Series T Stock shall not be redeemable prior to June 1, 1998. On and after June 1, 1998, subject to the provisions of Section 5(c)(3) of this Division and in the manner provided in Sections 3(b)(1) and (2) of this Division, Series T Stock shall be redeemable at any time or from time to time, at the option of the Board of Directors, upon payment of \$500 per share, plus an amount per share equal to all dividends accrued and unpaid thereon to the date of redemption.
- (e) The amount payable per share on Series T Stock in the event of any liquidation, dissolution or winding up of the affairs of the Corporation shall be \$500, plus an amount per share equal to all dividends accrued and unpaid thereon to the date of payment of the amount due pursuant to this paragraph.
- (f) The number of shares of Series T Stock shall not be increased above, and shall not exceed, 200,000. Series T Stock once redeemed, purchased or otherwise acquired by the Corporation shall not be reissued as shares of Series T Stock, but, having been restored to the status of authorized but unissued shares of Serial Preferred Stock without serial designation, may, in whole or in part, be, or be included in, any subsequent series of Serial Preferred Stock of a new designation with such express terms as may be fixed by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, E. H. Maugans, Vice President and Chief Financial Officer, and E. Lyle Pepin, Secretary, of The Cleveland Electric Illuminating Company, acting for and on its behalf, do hereunto subscribe their names and affix the seal of the Corporation this 27th day of May, 1993.


 Vice President and
 Chief Financial Officer


 Secretary

F: [FINANCINGS]PREPSTOCK
 T: CET Articles of Incorporation
 May 26, 1993