

The Southern Company
270 Peachtree Street, N W
Suite 2200
Atlanta, Georgia 30303
Telephone 404 506-0541
Fax 404 506-0544

Office of the Corporate Secretary

853261



CERTIFIED MAIL NO. Z 012 570 719

February 13, 1997

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

400002096134--4
-02/25/97--01017--008
*****35.00 *****35.00

RE: Southern Electric International, Inc.

Dear Sir or Madam:

Enclosed please find an Application for Amended Certificate of Authority to be filed on behalf of Southern Electric International, Inc., along with their check in the amount of \$35.00 for the filing of same.

If you have any questions, please call me at (404) 506-0804.

Sincerely,

Audra L. McClellan

Audra L. McClellan
Paralegal

Enclosures

RECEIVED
FEB 25 1997
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*OK
853261
IT NC
2-25-97*

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Southern Electric International, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: June 24, 1982

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

October 17, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Southern Energy, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



Signature
Name and Title

Vice, President & Secretary

February 3, 1997

Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SOUTHERN ELECTRIC INTERNATIONAL, INC.", CHANGING ITS NAME FROM "SOUTHERN ELECTRIC INTERNATIONAL, INC." TO "SOUTHERN ENERGY, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 1996, AT 2:01 O'CLOCK P.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

0919373 8100

960341751

AUTHENTICATION:

8205054

DATE:

11-21-96

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

SOUTHERN ELECTRIC INTERNATIONAL, INC.

SOUTHERN ELECTRIC INTERNATIONAL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") hereby certifies:

FIRST: That the Board of Directors of the Corporation duly adopted the following resolution proposing and declaring advisable the amendment to the heading and Article I of the Certificate of Incorporation of the Corporation described therein:

RESOLVED, That the name of the Corporation be changed from SOUTHERN ELECTRIC INTERNATIONAL, INC. to SOUTHERN ENERGY, INC., and, to effect such change, the heading and Article I of the Articles of Incorporation of the Corporation be amended, insofar as they refer to the name of the Corporation, to read SOUTHERN ENERGY, INC. in lieu of SOUTHERN ELECTRIC INTERNATIONAL, INC.

SECOND: That the sole shareholder of the Corporation has given its written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused its duly authorized officers to execute this Certificate as of this 15th day of October, 1996.

SOUTHERN ELECTRIC INTERNATIONAL, INC.

By: Thomas G. Boren
Its: President and CEO
Thomas G. Boren

Attest: James A. Ward
Its: Vice President and Comptroller
James A. Ward