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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 8/23

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Corporation(s) Name

Enron Energy Services Capital Corp

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CORPORATIONS
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TALLAHASSEE, FLORIDA

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Limited Partnership
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Copies To:

Jeffrey Butterfield
Thank You!

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED STATE SECRETARY OF CORPORATIONS 00 AUG 23 PM 1:23

- 1. Enron Energy Services Capital Corp. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware (State or country under the law of which it is incorporated) 3. 76-0569871 (FEI number, if applicable)
4. March 3, 1998 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1400 Smith Street, Houston, Texas 77002 (Current mailing address)

8. Financing for customers purchasing retail energy products and services from EESI and its affiliates. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324 (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
Jennifer J. McBurnett (Registered agent's signature)
Jennifer J. McBurnett Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)
FL019 - 9/2/99 C T System Online

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DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: see attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Teresa A. Callahan
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Teresa A. Callahan, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Directors, Officers Report

Enron Energy Services Capital Corp.

The Directors and Officers listed below constitute the entire slate of directors and officers of Enron Energy Services Capital Corp., as of August 21, 2000. The business address of all the officers listed below is 1400 Smith Street, Houston, Texas 77002.

08/21/2000
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIRECTORS

Lou L. Pai	Director
Victoria T. Sharp	Director
Thomas E. White	Director

OFFICERS

Lou L. Pai	Chairman, Chief Executive Officer and President
Robert J. Hermann	Managing Director and General Tax Counsel
Mark S. Muller	Senior Vice President
Victoria T. Sharp	Senior Vice President, General Counsel and Secretary
Martin D. Sunde	Senior Vice President
Larry F. Derrett	Vice President
James W. Harris	Vice President
Daniel P. Leff	Vice President
Ann M. Maynard	Vice President
Teresa A. Callahan	Assistant Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENRON ENERGY SERVICES CAPITAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG-23 PM 1:23



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0630011

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DATE: 08-21-00