

UTILITY REVENUE
MANAGEMENT COMPANY, INC.

2901 Ridgeline Drive
Suite 212
Metairie, Louisiana 70002

441 Smithfield
2nd Floor
Pittsburgh, Pennsylvania 15222

675 Ponce de Leon Avenue, N.E.
10th Floor
Atlanta, Georgia 30308

F950000000122

VIA FEDERAL EXPRESS

Mr. Steve Harris
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Utility Revenue Management Company, Inc.

Dear Mr. Harris:

By way of follow up to your conversation with my assistant, Risé Pointer, enclosed herewith you will find a completed Application by Foreign Corporation for Authorization to Transact Business in Florida, a certified Certificate of Existence from the Secretary of State of Texas, a certified Certificate of Good Standing from the Texas Comptroller of Public Accounts, and a check in the amount of \$70, to register the above-referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to me at the following address: 1800 West Loop South, Suite 1850, Houston, TX 77027. Should you need anything further or have any questions regarding the enclosed, please give me a call at (713) 623-6546.

Thanks for all your cooperation regarding the referenced matter and I appreciate your expeditious handling of same.

Yours very truly,

UTILITY REVENUE MANAGEMENT
COMPANY, INC.

By: *Sherman E. Stimley*
Sherman E. Stimley
Vice President

SES:rmp
Enclosures
www.utilityrevenue.com

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Utility Revenue Management Company, Inc.
(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. Texas 3. 76-0380051
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/22/92 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 1800 West Loop South, Suite 1850
Houston, Texas 77027
(Current mailing address)
8. To transact any or all lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Mr. Art Collins
Office Address: 801 Brickell Avenue, 9th Floor
Miami, Florida, 33131
(Zip Code)

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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.

Art Collins

(Registered agent's signature)

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:

A. DIRECTORS

Chairman: A. Mitch Robertson
Address: 1800 West Loop South, Suite 1850
Houston, TX 77027

Vice Chairman: Sherman E. Stimley
Address: 1800 West Loop South, Suite 1850
Houston, TX 77027

Director: William P. Bulloch, Jr.
Address: 1800 West Loop South, Suite 1850
Houston, TX 77027

Director: _____
Address: _____

B. OFFICERS

President: A. Mitch Robertson
Address: 1800 West Loop South, Suite 1850
Houston, TX 77027

Vice President: Sherman E. Stimley
Address: 1800 West Loop South, Suite 1850
Houston, TX 77027

Secretary: Sherman E. Stimley
Address: 1800 West Loop South, Suite 1850
Houston, TX 77027

Treasurer: Sherman E. Stimley
Address: 1800 West Loop South, Suite 1850
Houston, TX 77027

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

13. Sherman E. Stimley
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sherman E. Stimley
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

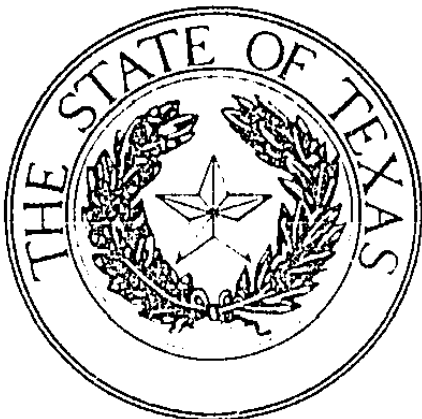
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

UTILITY REVENUE MANAGEMENT COMPANY, INC.
(Charter # 1237815-00)

were filed in this office and a certificate of incorporation was issued on
JULY 22, 1992;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on December 19, 1994.*

Ronald Kirk MAC
Secretary of State