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(Address)

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(City/State/Zip/Phone #)

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STATE COMMISSIONS  
TALLAHASSEE, FLORIDA

CT CORPORATION

July 10, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

03 JUL 10 PM 3:16  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 5872278 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Duke Energy Marketing America, LLC (DE)  
Registration  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland  
Fulfillment Specialist  
Melanie\_Strickland@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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TALLAHASSEE, FLORIDA

1. DUKE ENERGY MARKETING AMERICA, LLC  
(Name of foreign limited liability company)

2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 76-0668086  
(FEI number, if applicable)

4. 01/03/2001  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 5400 Westheimer Court, Houston, TX 77056  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Robert T. Ladd 5400 Westheimer Court Houston, Tx 77056

William B. Wiener 5400 Westheimer Court Houston, Tx 77056

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Energy Marketing and Management

Robert T. Ladd  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert T. Ladd Manager  
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

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FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

DUKE ENERGY MARKETING AMERICA, LLC

2. The name and the Florida street address of the registered agent and office are:

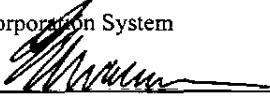
C T Corporation System  
(Name)

c/o C T Corporation System, 1200 South Pine Island Road  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

C T Corporation System

By:   
(Signature)

<b>EA Wallace</b>	<b>\$ 100.00</b>	<b>Filing Fee for Application</b>
<b>Assistant Secretary</b>	<b>\$ 25.00</b>	<b>Designation of Registered Agent</b>
	<b>\$ 30.00</b>	<b>Certified Copy (optional)</b>
	<b>\$ 5.00</b>	<b>Certificate of Status (optional)</b>

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUKE ENERGY MARKETING AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JUNE, A.D. 2003.

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

FILED  
03 JUL 10 PM 3:16  
STATE OF DELAWARE  
TREASURER'S OFFICE  
DOVER, DELAWARE



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2473432

DATE: 06-16-03

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