



853261

ACCOUNT NO. : 072100000032

REFERENCE : 652944 7111016

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pygott

ORDER DATE : December 30, 1997

ORDER TIME : 2:01 PM

ORDER NO. : 652944-020

800002394778--3

CUSTOMER NO: 7111016

CUSTOMER: Ms. Audra McClellan
Southern Company Services,
Suite 2000
270 Peachtree Street
Atlanta, GA 30303

RECEIVED
98 JAN -8 PM 3:35
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: SOUTHERN ENERGY, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

FILED
98 JAN -8 PM 4:38
SECRETARY OF STATE
DIVISION OF CORPORATIONS

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

*Corrected date
in # 4 - Notified
CSC -*

*Name
change
1/8/98
(Signature)*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -8 PM 4:39

(Pursuant to s. 607.1504, F.S.)

(1-3 must be completed)

- (4-7 complete only the applicable changes)

- December 22, 1997
Date
Assistant Secretary
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SOUTHERN ENERGY, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SOUTHERN ENERGY RESOURCES, INC.", THE THIRTIETH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0919373 8320

AUTHENTICATION: 8848015

981002992

DATE: 01-05-98