

CT CORPORATION SYSTEM

B01000000287

FILED
AUG 23 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

El Paso Merchant Energy, L.P.

900004552959--2

-08/24/01-01001-002

***396.09 ***396.09

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <i>registration</i> | <input type="checkbox"/> Reinstatement | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATION

Name
Availability
Document
Examiner
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Verifier
W.P. Verifier

8/23/01

LP-996.09

Order#: 4743567

Ref#: _____

Amount: \$ _____

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

JE

A CCH LEGAL INFORMATION SERVICES COMPANY

FILE THIRD (AFTER GP is Qualified)

Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. El Paso Merchant Energy, L.P.

(Name of limited partnership as it is in the home state)

2. _____

(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware

(State of Formation)

4. 6/7/96

(Date of Formation)

5. C T Corporation System

(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road

(Street Address of Registered Office)

Plantation

(City)

Florida 33324

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

C T Corporation System

**KIRK HOOD
ASSISTANT SECRETARY**

(Agent must sign on this line)

8. c/o The Corporation Trust Company

Corporation Trust Center, 1209 Orange St., Wilmington, DE 19801

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

El Paso Merchant Energy Company

1001 Louisiana St., Houston, TX 77002

F01000004483

10. 1001 Louisiana St., Houston, TX 77002

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 1001 Louisiana St., Houston, TX 77002

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 22nd day of August

XXXXX2001

El Paso Merchant Energy Company , by: Juliana I. Sherman
Assistant Sec'y. of General Partner

STATE OF TEXAS

COUNTY OF HARRIS

On this 22nd day of August, XXXXX 2001

Juliana I. Sherman personally appeared before me,

☒ who is personally known to me

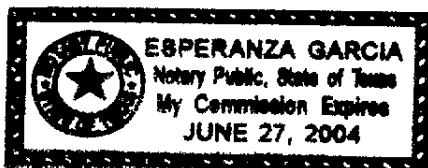
☐ whose identity I proved on the basis of _____

Esperanza Garcia
(Notary Public Signature)

Esperanza Garcia
(Notary's Printed Name)

Seal

My Commission Expires: 6/27/04



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TALLAHASSEE FLORIDA
SECRETARY OF STATE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Juliana I. Sherman, Assistant Secretary of El Paso Merchant Energy Company,
a general partner of El Paso Merchant Energy, L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 226,774,442
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 137,299

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 22nd day of August, XXXX 2001.

El Paso Merchant Energy Company

General Partner

By: Juliana I. Sherman
Juliana I. Sherman, Assistant Secretary

STATE OF TEXAS

COUNTY OF HARRIS

On this 22nd day of August, XXXX 2001,

Juliana I. Sherman, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Esperanza Garcia
(Notary Public Signature)

Esperanza Garcia

(Notary's Printed Name)

Seal

My Commission Expires: 6/27/04

