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FL 32301

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00 MAY 25 AM 10:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT:

CINDY HICKS

DATE:

4-12-00

REF. #:

0173

CORP. NAME:

CPN Osprey Inc.

MJH

600003177756--2
-03/21/00--01074--002
*****78.75 *****78.75

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- REINSTATEMENT
- MERGER
- CERTIFICATE OF CANCELLATION
- UCC-1
- OTHER: _____
- ARTICLES OF DISSOLUTION
- FICTITIOUS NAME
- LIMITED LIABILITY
- WITHDRAWAL
- UCC-3

STATE FEES PREPAID WITH CHECK# _____ FOR \$ _____

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

FLORIDA STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 MAY 25 AM 11:16

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- CERTIFICATE OF GOOD STANDING

PLAIN STAMPED COPY

Examiner's Initials _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 2000

PAUL HAGAN
CHARLES BACLET AND ASSOCIATES, INC.
2030 MAIN STREET SUITE 1030
IRVINE, CA 92614

SUBJECT: CPN OSPREY, INC.
Ref. Number: W00000007742

We have received your document for CPN OSPREY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

The registered agent must sign accepting the designation.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 300A00016078

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.

1. CPN Osprey, 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. Delaware 3. 77-0522836
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 20, 1999 5. perpetual
(Date of incorporation) (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. c/o Calpine Corporation, 50 West San Fernando Street
San Jose, CA 95113
(Current mailing address)

8. Develop, build, own and operate electric generation facility
(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: NRAI Services, Inc.
Office Address: 526 East Park Avenue
Tallahassee, Florida, 32301
(Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 25 AM 11:16

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.

NRAI Services, Inc.
Charles Baclet
(Registered agent's signature)
Charles Baclet, Vice President

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)

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

Chairman: PLEASE SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: PLEASE SEE ATTACHED LIST

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. *Lisa M. Bodensteiner*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lisa M. Bodensteiner, Assistant Secretary
(Typed or printed name and capacity of person signing application)

CPN OSPREY, INC.

Board of Directors

Peter Cartwright Chairman	19521 Tweed Court	Saratoga	CA	95070
Ann B. Curtis	3007 Val Court	Gilroy	CA	95020

OFFICERS:

Peter Cartwright President	19521 Tweed Court	Saratoga	CA	95070
Ann B. Curtis Executive Vice President & Secretary	3007 Val Court	Gilroy	CA	95020
Thomas R. Mason Executive Vice President	55 Starmont Lane	Danville	CA	94526
Lisa M. Bodensteiner Assistant Secretary	369 Hatcher Court	Campbell	CA	95008

Corporate Address for all officers unless otherwise noted:

c/o Calpine Corporation
50 W. San Fernando Street
San Jose, CA 95113

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CPN OSPREY, INC." 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 TENTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CPN OSPREY, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 1999.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0369432

DATE: 04-10-00