

CT CORPORATION SYSTEM

F00000007107

CORPORATION(S) NAME

Dynegy CLEC Communications, Inc.

|  |   |   |
|--|---|---|
| <input checked="" 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               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input 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            |   |   |

Name \_\_\_\_\_  
 Availability \_\_\_\_\_  
 Document \_\_\_\_\_  
 Examiner \_\_\_\_\_  
 Updater \_\_\_\_\_  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_

12/21/00

Order#: 3468303

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

F00-7107  
 De

800003510518--0  
 -12/21/00--01054--008  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

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

A CCH LEGAL INFORMATION SERVICES COMPANY

RECEIVED  
 00 DEC 21 PM 1:48  
 DIVISION OF CORPORATION

**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. Dynegy CLEC Communications, 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. Applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/11/2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1000 Louisiana, Suite 5800, Houston, TX 77002  
(Principal office address)  
same  
(Current mailing address)
8. communications network provider  
(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: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(City) (Zip code)

**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.*

By: C T Corporation System KIRK HOOD  
(Registered agent's signature) **ASSISTANT SECRETARY**

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 business addresses of officers and/or directors:**

**A. DIRECTORS**

Chairman: Please see attached list.

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

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. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lisa M. Lynch, Asst. Secretary

(Typed or printed name and capacity of person signing application)

Names and business addresses of officers and directors:

| <u>Name</u>                              | <u>Business Address</u>                         |
|--|---|
| Mark J. Stubbe, President                | 1000 Louisiana, Suite 5800<br>Houston, TX 77002 |
| Kenneth E. Randolph, Director,           | 1000 Louisiana, Suite 5800<br>Houston, TX 77002 |
| Robert D. Doty, Jr., CFO, Director, SVP  | 1000 Louisiana, Suite 5800<br>Houston, TX 77002 |
| Gene Foster, Vice President - Taxation   | 1000 Louisiana, Suite 5800<br>Houston, TX 77002 |
| Lisa Q. Metts, Vice President, Secretary | 1000 Louisiana, Suite 5800<br>Houston, TX 77002 |
| Lisa M. Lynch, Assistant Secretary       | 1000 Louisiana, Suite 5800<br>Houston, TX 77002 |
| David A. Bryson, Assistant Secretary     | 1000 Louisiana, Suite 5800<br>Houston, TX 77002 |
| Darin English, Assistant Secretary       | 1000 Louisiana, Suite 5800<br>Houston, TX 77002 |

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "DYNEGY CLEC COMMUNICATIONS, 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 FIFTEENTH DAY OF  
DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES  
HAVE NOT BEEN ASSESSED TO DATE.



3327626 8300

001631641

  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0859335

DATE: 12-15-00