

10 MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. # FCA-14

010000000519

CONTACT: CINDY HICKS

100003482801--1
-12/01/00--01019--004
*****78.75 *****78.75

DATE: 12-1-00

REF. #: 0173.13801

CORP. NAME: VENTURE ACQUISITION CORPORATION

- | | | |
|-----------------------------------------------------------|------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADE SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 21310 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

FILED
RECEIVED
00 DEC -1 AM 10:18
00 DEC -1 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
WR 1/29



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 1, 2000

CINDY HICKS
CCRS
TALLAHASSEE, FL

SUBJECT: VENTURE ACQUISITION CORPORATION
Ref. Number: W00000028371

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We have received your document for VENTURE ACQUISITION CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$78.75 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 400A00060995

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TALLAHASSEE, FLORIDA

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CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Venture Acquisition Corporation

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Paul Hagan

(Name of Person)

Charles Baclet and Associates, Inc.

(Firm/Company)

2030 Main Street, Suite 1030

(Address)

Irvine, CA 92614

(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Paul Hagan

(Name of Person)

at (949

) 955-9585

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

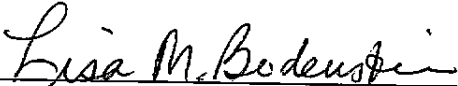
RESOLUTION ADOPTING FICTITIOUS BUSINESS NAME
DUE TO A CONFLICT OF NAME

Lisa M. Bodensteiner, Assistant Secretary of Venture Acquisition Company, a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 22nd day of January, 2001.

"RESOLVED, that, this corporation desires to transact business in the State of Florida, and the Board of Directors have been advised that the name of this corporation is not available for use in the State of Florida, this corporation adopts the alternate name Venture Acquisition Company (Delaware) for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida 1989 Business Corporation Act, and

"FURTHER RESOLVED, that the officers of the corporation are hereby authorized and directed to prepare, execute, and file all required documents so that this corporation may obtain a Certificate of Authority pursuant to the Florida 1989 Business Corporation Act, and to make sure this corporation uses the said alternate name in the transaction of business in the State of Florida."

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Lisa M. Bodensteiner, Assistant Secretary

**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. Venture Acquisition Corporation Company
(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
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. October 20, 2000
(Date of incorporation)
5. perpetual
(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. any lawful business or activity including but not limited to land acquisition and management
(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)

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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.

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

14. Ann B. Curtis, Executive Vice President

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

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TALLAHASSEE FLORIDA

VENTURE ACQUISITION CORPORATION

OFFICERS

| | |
|----------------------------------------|-----------------------|
| President | Peter Cartwright |
| Executive Vice President and Secretary | Ann B. Curtis |
| Executive Vice President | Thomas R. Mason |
| Senior Vice President | Robert K. Alff |
| Senior Vice President | Robert D. Kelly |
| Vice President | Paul Barnett |
| Chief Financial Officer | Charles B. Clark, Jr. |
| Assistant Secretary | Lisa M. Bodensteiner |

BOARD OF DIRECTORS

| Title | Name and Home Address | Business Address |
|--------------|------------------------------|---------------------------|
| Chairman | Peter Cartwright | CALPINE CORPORATION |
| | 19521 Tweed Court | 50 W. San Fernando Street |
| | Saratoga, CA 95070 | San Jose, CA 95113 |
| | | |
| Secretary | 3007 Val Court | CALPINE CORPORATION |
| | Gilroy, CA 95020 | 50 W. San Fernando Street |
| | | San Jose, CA 95113 |

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TALLAHASSEE FLORIDA

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 "VENTURE ACQUISITION COMPANY" 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 TWENTY-NINTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VENTURE ACQUISITION COMPANY" WAS INCORPORATED ON THE TWENTIETH DAY OF OCTOBER, A.D. 2000.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA





Edward J. Freel, Secretary of State

3305191 8300

AUTHENTICATION: 0819848

001595980

DATE: 11-29-00