

CT CORPORATION SYSTEM

F01000000 4483

CORPORATION(S) NAME

El Paso Merchant Energy Company;

FILED
AUG 23 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 AUG 23 PM 12:28
DIVISION OF CORPORATION

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign <i>Qualification</i> | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | | |
| <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 _____

8/23/01

Order#: 4743567

100004552321--3

08/23/01--01039--016

*****70.00 *****70.00

Ref#: _____

Amount: \$ _____

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

fg

A CCH LEGAL INFORMATION SERVICES COMPANY

FILE SIMULTANEOUSLY

2 of 3

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED
01 JUN 23 PM 3:43
SECRETARY OF STATE
TREASURY, 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. El Paso Merchant Energy 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. _____

(FEI number, if applicable)

4. 9/30/99

(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. 1001 Louisiana St.

Houston, TX 77002

(Current mailing address)

8. All purposes for which corps. are legally authorized to transact

(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

(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.

C T Corporation System

KIRK HOOD

ASSISTANT SECRETARY

(Registered agent's signature)

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: See attached Ex. A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: See attached Ex. A

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. _____

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

14. Juliana I. Sherman, Assistant Secretary

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

Exhibit A

DIRECTORS & OFFICERS
EL PASO MERCHANT ENERGY COMPANY

All officers & directors are located at 1001 Louisiana St., Houston, TX 77002

DIRECTORS

Ralph Eads
Clark C. Smith

OFFICERS

Clark C. Smith
John B. Holmes, Jr.
Grady M. Blakley
J. Robert Collins, Jr.
John L. Harrison
W. C. Mack
Timothy D. Bourn
Steven W. Goers
Larry M. Kellerman
Andrew C. Kidd
Sean M. Cooper
Steve Durio
Cecilia T. Heilmann
Kelly J. McGrath
Ann E. Raden
Charles Zabriskie
John J. O'Rourke
Nandita V. Berry
Liesl D. Criswell
Belinda J. Clements
Donna D. Holland
Myra W. McAbee
Juliana I. Sherman

President
Chief Operating Officer
Senior Vice President
Senior Vice President
Senior Vice President and Chief Financial Officer
Senior Vice President
Vice President and Senior Managing Director
Vice President
Vice President and Senior Managing Director
Vice President and Associate General Counsel
Vice President and Managing Director
Vice President and Managing Director
Vice President, Managing Director and Controller
Vice President
Vice President
Vice President and Senior Managing Director
Vice President and Managing Director
Corporate Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EL PASO MERCHANT ENERGY 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-SECOND DAY OF AUGUST, A.D. 2001.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3091054 8300

010413435

AUTHENTICATION: 1306880

DATE: 08-22-01