

CT CORPORATION SYSTEM
F01000006143

CORPORATION(S) NAME

EPCOR Capital Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

<input checked="" type="checkbox"/> Profit <i>qual</i>	<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 BK
	<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
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Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

11/29/01

Order#: 4944728

Ref#: _____

Amount: \$ _____

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TALLAHASSEE, FLORIDA

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

JK

**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*

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FLORIDA

1. EPCOR Capital 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

(State or country under the law of which it is incorporated)

3. N/A

(FEI number, if applicable)

4. October 30, 2001

(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. 2 Lansing Square, 12th Floor, Toronto, Ontario, CANADA M2J 4P8

(Current mailing address)

8. Retail financing

(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

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

Connie Bryan

(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 attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: see attachment

Address: _____

Vice President: _____

Address: _____

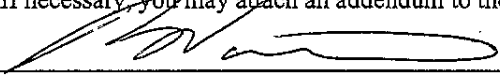
Secretary: _____

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. Brian Vaasjo, Executive Vice President
(Typed or printed name and capacity of person signing application)

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EPCOR CAPITAL INC.
Directors and Officers

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Directors:

Donald J. Lowry

Addresses:

c/o EPCOR Utilities Inc.
10065 Jasper Avenue
Edmonton, Alberta CANADA T5J 3B1

Mark D. Wiltzen

c/o EPCOR Utilities Inc.
10065 Jasper Avenue
Edmonton, Alberta CANADA T5J 3B1

Officers:

Addresses:

Donald J. Lowry
Chief Executive Officer

c/o EPCOR Utilities Inc.
10065 Jasper Avenue
Edmonton, Alberta CANADA T5J 3B1

Michael W. Andrews
President

c/o Union Energy Inc.
2 Lansing Square, 12th Floor
Toronto, Ontario CANADA M2J 4P8

Brian T. Vaasjo
Executive Vice President

c/o EPCOR Utilities Inc.
10065 Jasper Avenue
Edmonton, Alberta CANADA T5J 3B1

David R. Wright, Q.C.
Executive Vice President,
General Counsel and Corporate Secretary

c/o EPCOR Utilities Inc.
10065 Jasper Avenue
Edmonton, Alberta CANADA T5J 3B1

Mark D. Wiltzen
Senior Vice President and
Chief Financial Officer

c/o EPCOR Utilities Inc.
10065 Jasper Avenue
Edmonton, Alberta CANADA T5J 3B1

D. Stephen Muir
Vice President and Treasurer

c/o EPCOR Utilities Inc.
10065 Jasper Avenue
Edmonton, Alberta CANADA T5J 3B1

Glenn R. Kosack
Assistant Corporate Secretary

c/o EPCOR Utilities Inc.
10065 Jasper Avenue
Edmonton, Alberta CANADA T5J 3B1

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EPCOR CAPITAL 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 THIRTIETH DAY OF OCTOBER, A.D. 2001.. - - - - -



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3451538 8300

AUTHENTICATION: 1418208

010543896

DATE: 10-30-01