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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

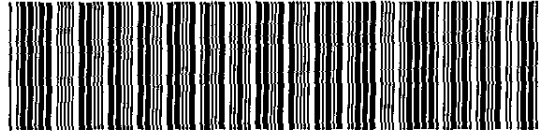
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02 DEC -3 AM 11:15

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20302

CT CORPORATION

December 3, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

Re: Order #: 35678963 WO
Customer Reference 1: TNAS
Customer Reference 2: Quals

Dear Secretary of State, Florida:

Please file the attached:

TRACTEBEL NORTH AMERICA SERVICES, INC. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing (s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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

02 DEC -2 PM 4:50
RECEIVED
TALLAHASSEE
FL 32399
AM 11:07

APPROVED
AND
FILED

**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. Tractebel North America Services, 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. 25-1559012
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/26/1986 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual
(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. 1177 West Loop South, #900, Houston, TX 77027
(Principal office address)
same
(Current mailing address)
8. Employee Services
(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
Jennifer J. McBurnett
(Registered agent's signature) Jennifer J. McBurnett
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: William P. Utt

Address: 1177 West Loop South, #900

Houston, TX 77027

Vice Chairman: _____

Address: _____

Director: Timothy R. Dunne

Address: 1177 West Loop South, #900

Houston, TX 77027

Director: Rachel W. Kilpatrick

Address: 1177 West Loop South, #900

Houston, TX 77027

B. OFFICERS

President: William P. Utt

Address: 1177 West Loop South, #900

Houston, TX 77027

Vice President: Timothy R. Dunne

Address: 1177 West Loop South, #900

Houston, TX 77027

Secretary: Timothy R. Dunne

Address: 1177 West Loop South, #900 Houston, TX 77027

Treasurer: Rachel W. Kilpatrick

Address: 1177 West Loop South, #900 Houston, TX 77027

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Timothy R. Dunne, Vice President
(Typed or printed name and capacity of person signing application)

Delaware

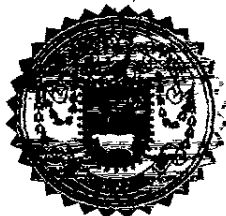
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRACTEBEL NORTH AMERICA SERVICES, 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 TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2002.

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.



2108887 8300

020728552

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2111615

DATE: 11-26-02