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From:
Account Name : C T CORPORATION SYSTEM
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FOREIGN PROFIT QUALIFICATION

Green Mountain Energy Company

Certificate of Status	01
Certified Copy	01
Page Count	05
Estimated Charge	\$70.00

47.50

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DIVISION OF CORPORATIONS
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9-5-03

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. Green Mountain 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 3. 03-0360441
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. March 3, 1999 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. 3815 Capital of Texas Highway South, Suite 100, Austin, Texas 78704
(Principal office address)
- Same as above
(Current mailing address)
8. marketing of renewable energy products
(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.

C T Corporation System

By: _____

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 business addresses of officers and/or directors:**A. DIRECTORS**Chairman: Please see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Please 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. Robert P. Thomas

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

14. Robert P. Thomas

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

GREEN MOUNTAIN ENERGY COMPANY
3815 Capital of Texas Hwy South, Suite 100
Austin, Texas 78704

DIRECTORS AND OFFICERS OF THE COMPANY
Updated August 25, 2003

DIRECTORS:

Pieter Jöbsis
Sam Wyly
Ron Langenkamp
Thomas C. Muething
Evan A. Wyly, Chairman
Dianne Dillon-Ridgley
David Fitzsimmons
William J. Lhota

OFFICERS:

Name

Position

Paul D. Thomas	Chief Executive Officer and President
Bryan M. DeCordova	Chief Financial Officer
Robert P. Thomas	Chief Legal Officer
Douglas P. Whitman	Treasurer

APPROVED
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SECRETARY OF STATE
TAMARA J. FORDA

SEP-05-2003 13:07

SEP. 5. 2003 10:35AM

CORPORATE TRUST CENTER

P.05

Delaware

PAGE 1

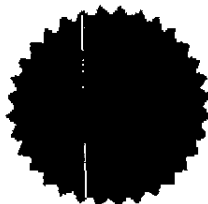
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREEN MOUNTAIN 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 FIFTH DAY OF SEPTEMBER, A.D. 2003.

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.

3011848 8300



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2617402

DATE: 09-05-03

TOTAL P.05