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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

NRG Latin America Inc.

Certificate of Status	0
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Estimated Charge	\$6,970.00

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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. NRG Latin America Inc. (Enter name of corporation: must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 41-1910733 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/18/97 5. perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1-1-98 (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. 901 Marquette Avenue, Suite 2300, Minneapolis, MN 55402 (Principal office address)

901 Marquette Avenue, Suite 2300, Minneapolis, MN 55402 (Current mailing address)

8. Held an office lease - but lease was moved to other city (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: CT 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.

CT Corporation System

By: [Signature] (Registered agent's signature)

Andrea Mithing 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: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

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. Kathryn J. Osteras
(Signature of Director or Officer listed in number 12 of the application)

14. Kathryn J. Osteras, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Addendum to Qualification of NRG Latin America Inc. in Florida

Director	Redd, Jr.	Ershal	C
Director	Davido	Scott	Jeffrey
Director	Schaefer	George	P.
President	Redd, Jr.	Ershal	C.
Vice President	Schaefer	George	P.
Vice President	Davido	Scott	Jeffrey
Secretary	O'Brien	Timothy	W.J.
Treasurer	Schaefer	George	P.
Assistant Secretary	Delmas	Kathryn	J.
Assistant Secretary	Davido	Scott	Jeffrey

Address for all:

901 Marquette Avenue
Suite 2300
Minneapolis, MN 55402-3265

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PAGE 1

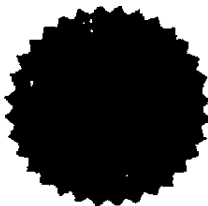
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NRG LATIN AMERICA 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 FIFTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

RECEIVED
MAY 11 2004
STATE OF DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3093077

040328192

DATE: 05-05-04