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## FOREIGN PROFIT QUALIFICATION

### ORANGE COGEN FUNDING CORP.

Certificate of Status	0
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M. Culligan SEP 21 2005

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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. Orange CoGen Funding Corp.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

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

4. December 23, 1996 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2929 Allen Parkway, Suite 2200, Houston, Texas 77019  
(Principal office address)  
2929 Allen Parkway, Suite 2200, Houston, Texas 77019  
(Current mailing address)

8. Any and all lawful business  
(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 NOT acceptable)

Name: Capitol Corporate Services, Inc.

Office Address: 1333 North Duval Street

Tallahassee, Florida 32303  
(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.*

Dellanie Case, asst sec.

(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:

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**A. DIRECTORS**

Director  
~~Officer~~: Jack F. Browder  
Address: 2929 Allen Parkway, Suite 2200, Houston, Texas 77019

Director  
~~Officer~~: Vincent J. Schager  
Address: 2929 Allen Parkway, Suite 2200, Houston, Texas 77019

Director: Pamela K. Baden  
Address: 16945 Northchase Drive, Suite 1560, Houston, Texas 77060

Director: David T. Field  
Address: 16945 Northchase Drive, Suite 1560, Houston, Texas 77060

**B. OFFICERS**

President: Robert C. Jordan  
Address: 16945 Northchase Drive, Suite 1560, Houston, Texas 77060

General Mgr.  
~~Vice President~~: Malcolm W. Jacobson  
Address: 2929 Allen Parkway, Suite 2200, Houston, Texas 77019

Secretary: Pamela K. Baden  
Address: 16945 Northchase Drive, Suite 1560, Houston, Texas 77060

CFO  
~~Treasurer~~: Vincent J. Schager  
Address: 2929 Allen Parkway, Suite 2200, Houston, Texas 77019

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

13. [Signature]  
(Signature of Director or Officer listed in number 12 of the application)

14. Malcolm W. Jacobson, General Manager  
(Typed or printed name and capacity of person signing application)

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# Delaware

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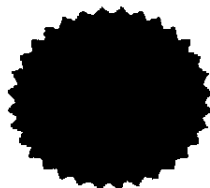
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORANGE COGEN FUNDING CORP." 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 TWENTIETH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ORANGE COGEN FUNDING CORP." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1996.

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.



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050767221

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4167334

DATE: 09-20-05