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May 17, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000002351

1. Corporation Name

DYNEGY OPERATING COMPANY

Principal Place of Business 1000 LOUISIANA SUITE 5800 HOUSTON, TX 77002	Mailing Address 1000 LOUISIANA SUITE 5800 HOUSTON, TX 77002
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 05/19/1993 4. FEI Number 74-1670543 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 8. This corporation owes the current year Intangible Personal Property Tax <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLATATION FL 33324

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP MARK VOSS 1000 LOUISIANA, SUITE 5800 HOUSTON TX 77002 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	ASST. TREAS - TAX <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition GENE S. FOSTER 1000 LOUISIANA, SUITE 5800 HOUSTON TX 77002
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D CLARKE, JOHN U. 1000 LOUISIANA, SUITE 5800 HOUSTON TX 77002 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D RANDOLPH, KENNETH E. 1000 LOUISIANA, SUITE 5800 HOUSTON TX 77002 <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	GCVP DAVENPORT, MARIAN M 1000 LOUISIANA, SUITE 5800 HOUSTON TX 77002 <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D RYSER, DAN W. 1000 LOUISIANA, SUITE 5800 HOUSTON TX 77002 <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP ATLEE, THOMAS G. 1000 LOUISIANA, SUITE 5800 HOUSTON TX 77002 <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	VP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition CHARLES H. BROWNMAN 1000 LOUISIANA SUITE 5800 HOUSTON TX 77002

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

Gene S. Foster

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR TRUSTEE

Date

4/30/99 713-507-3695

Daytime Phone #

Asst. Treasurer-Tax

CR2E034 (1/98)