

CT CORPORATION SYSTEM

June 11, 1997
F9400000000038

500 Lake Street
Salem, WA 95101
Tel: 206-622-4511
Fax: 206-621-8813

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002218684--1
-06/20/97--01090--005 US
*****35.00 *****35.00

Re: TCPL SunShine Inc.

Gentlemen:

As requested by the above company, we enclose for filing Application for Certificate of Withdrawal on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-456-4511.

Very truly yours,

Sharon Johnson
Sharon Johnson
Customer Specialist

/slj

Enc.

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

TCPL SunShine Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Corporate Secretary - TransCanada Pipelines Limited

(Mailing Address)

111 - Fifth Avenue, S.W. , Calgary, Alberta, Canada T2P 3Y6

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Alison T. Love

Signature

May 27/97

Date

Alison T. Love

Typed or printed name

Secretary

Title