

FILE NOW; FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
May 01 1998 8:00am  
Secretary of State

|   |   |   |
|---|---|---|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|---|---|---|

DOCUMENT # F94000005921  
1. Corporation Name

Enron Capital & Trade Resources Corp.

|   |   |
|---|---|
| Principal Place of Business<br><b>1400 Smith Street<br/>Houston, TX 77002</b> | Mailing Address<br><b>P. O. Box 1188<br/>Houston, TX 77251-1188</b> |
|---|---|

DO NOT WRITE IN THIS SPACE

|                                |                        |  |  |  |  |
|--------------------------------|------------------------|--|--|--|--|
| 2. Principal Place of Business |                        | 2a. Mailing Address  |  | 3. Date Incorporated or Qualified<br><b>11/16/1994</b>   |  |
| 21 Suite, Apt. #, etc.         | 26 Suite, Apt. #, etc. | 4. FEI Number<br><b>76-0318139</b>   |  | Applied For<br>Not Applicable  |  |
| 22 City & State                | 27 City & State        | 5. Certificate of Status Desired <input type="checkbox"/>                          |  | <b>\$8.75 Additional Fee Required</b>  |  |
| 23 Zip                         | 28 Zip                 | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> |  | <b>\$5.00 May Be Added to Fees</b>   |  |
| 24 Country                     | 29 Country             | 30   |  | 8. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |  |

9. Name and Address of Current Registered Agent

C T Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

10. Name and Address of New Registered Agent

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

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<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | D<br>John J. Esslinger<br>1400 Smith Street<br>Houston, TX 77002 <input checked="" type="checkbox"/> DELETE | 11 TITLE<br>12 NAME<br>13 STREET ADDRESS<br>14 CITY-ST-ZIP | D<br>Kenneth D. Rice<br>1400 Smith Street<br>Houston, TX 77002 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | V<br>Robert J. Hermann<br>1400 Smith Street<br>Houston, TX 77002 <input type="checkbox"/> DELETE            | 21 TITLE<br>22 NAME<br>23 STREET ADDRESS<br>24 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | V<br>Jordan H. Mintz<br>1400 Smith Street<br>Houston, TX 77002 <input type="checkbox"/> DELETE              | 31 TITLE<br>32 NAME<br>33 STREET ADDRESS<br>34 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | VS<br>Peggy B. Menchaca<br>1400 Smith Street<br>Houston, TX 77002 <input type="checkbox"/> DELETE           | 41 TITLE<br>42 NAME<br>43 STREET ADDRESS<br>44 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | S<br>Kate B. Cole<br>1400 Smith Street<br>Houston, TX 77002 <input type="checkbox"/> DELETE                 | 51 TITLE<br>52 NAME<br>53 STREET ADDRESS<br>54 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition   |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | <input type="checkbox"/> DELETE   | 61 TITLE<br>62 NAME<br>63 STREET ADDRESS<br>64 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition<br><b>600002509646</b><br><b>-05/04/98--01078-000</b><br><b>***150.00</b> |

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 of an appointment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Jordan H. Mintz

Date

Daytime Phone #

4-24-98

713-853-9183

CR2E034 (10/97)

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**Enron Capital & Trade Resources Corp.**

Incorporated : Delaware  
Federal ID #: 76-0318139

**All officers and directors may be contacted at this address:**  
1400 Smith Street  
Houston, TX 77002

**DIRECTORS**

**TITLE**

|                  |          |
|------------------|----------|
| Mark A. Frevert  | Director |
| Mark E. Haedicke | Director |
| Kevin P. Hannon  | Director |
| Kenneth D. Rice  | Director |

**OFFICERS**

**TITLE**

|                             |  |
|-----------------------------|--|
| Kenneth D. Rice             | Chairman of the Board, Chief<br>Executive Officer and Managing<br>Director |
| Mark A. Frevert             | Chairman and Chief Executive<br>Officer - ECT North America                |
| Gene E. Humphrey            | President - ECT Europe and<br>Managing Director                            |
| Kevin P. Hannon             | Vice Chairman  |
| Amanda K. Martin            | President and Chief Operating<br>Officer                                   |
| Philippe A. Bibi            | President - Energy and Finance<br>Services                                 |
| William O. Butler           | Managing Director  |
| W. Craig Childers           | Managing Director  |
| David W. Delainey           | Managing Director  |
| Richard G. DiMichele        | Managing Director  |
| John B. Echols, Jr.         | Managing Director and Chief<br>Accounting Officer                          |
| Mark E. Haedicke            | Managing Director, Legal   |
| John J. Lavorato            | Managing Director  |
| Danny J. McCarty            | Managing Director  |
| Michael McConnell           | Managing Director  |
| Jeffrey McMahon             | Managing Director  |
| Lou L. Pai                  | Managing Director  |
| Jeffrey A. Shankman         | Managing Director  |
| John R. Sherriff            | Managing Director  |
| Colleen Sullivan-Shaklovitz | Managing Director  |
| Lawrence Greg Whalley       | Managing Director  |
| Donald C. Bentley II        | Senior Vice President  |
| Marty Sunde                 | Senior Vice President  |
| Philip K. Allen             | Vice President   |
| Brian J. Barrington         | Vice President   |
| Kevin W. Beasley            | Vice President   |
| Brian F. Bierbach           | Vice President   |
| Donald W. Black             | Vice President   |

|                       |  |
|-----------------------|--|
| David J. Botchlett    | Vice President   |
| Harold G. Buchanan    | Vice President   |
| Thomas M. Buiocchi    | Vice President   |
| Christopher F. Calger | Vice President   |
| David K. Carboneau    | Vice President   |
| Cary M. Carrabine     | Vice President   |
| Rebecca C. Carter     | Vice President and Chief<br>Control Officer                          |
| David Cox             | Vice President   |
| Wanda C. Curry        | Vice President   |
| Michel Decnop         | Vice President   |
| Timothy J. Detmering  | Vice President   |
| Janet R. Dietrich     | Vice President   |
| Raymond W. Doshier    | Vice President   |
| James I. Ducote       | Vice President   |
| William D. Duran      | Vice President   |
| James B. Fallon       | Vice President   |
| Jay L. Fitzgerald     | Vice President   |
| Craig A. Fox          | Vice President   |
| Eric D. Gadd          | Vice President   |
| C. Kevin Garland      | Vice President   |
| Dana R. Gibbs         | Vice President   |
| P. Stinson Gibner     | Vice President   |
| Monte L. Gleason      | Vice President   |
| Julie A. Gomez        | Vice President   |
| Eric Gonzales         | Vice President   |
| John C. Gorman        | Vice President   |
| Barbara N. Gray       | Vice President, General Counsel,<br>Trading, and Assistant Secretary |
| Thomas D. Gros        | Vice President   |
| Mary L. Hamilton      | Vice President   |
| Dwayne L. Hart        | Vice President   |
| Steven D. Heinz       | Vice President   |
| John C. Henderson     | Vice President   |
| Robert J. Hermann     | Vice President and General Tax<br>Counsel                            |
| Gary J. Hickerson     | Vice President   |
| Patrick H. Hickey     | Vice President   |
| Clifford P. Hickey    | Vice President   |
| Stephen R. Horn       | Vice President   |
| William C. Horwitz    | Vice President   |
| Kevin A. Howard       | Vice President   |
| Richard Ingersoll     | Vice President   |
| Lee Jestings          | Vice President   |
| Doy G. "Rocky" Jones  | Vice President   |
| Vince J. Kaminski     | Vice President   |
| Darrell W. Kinder     | Vice President   |
| Kyle Kitagawa         | Vice President   |
| Louise Kitchen        | Vice President   |
| Sheila A. Knudsen     | Vice President   |
| Fred D. Lagrasta      | Vice President   |
| Mark K. Lay           | Vice President   |
| Douglas A. Leach      | Vice President   |
| Daniel P. Leff        | Vice President   |

|                          |   |
|--------------------------|---|
| Drew C. Lynch            | Vice President  |
| Randal T. Maffett        | Vice President  |
| Rodney D. Malcolm        | Vice President  |
| Thomas A. Martin         | Vice President  |
| Grant S. Masson          | Vice President  |
| James R. McBride         | Vice President  |
| Michael R. McCall        | Vice President  |
| George A. McClellan, III | Vice President  |
| J. Kevin McConville      | Vice President  |
| Michael W. McDonald      | Vice President  |
| Peggy B. Menchaca        | Vice President and Secretary                                      |
| Michael Jaye Miller      | Vice President  |
| Rob Milnthorp            | Vice President  |
| Jordan H. Mintz          | Vice President, Tax and Tax Counsel                               |
| Kristina M. Mordaunt     | Vice President  |
| Mark S. Muller           | Vice President  |
| Theodore R. Murphy       | Vice President  |
| Julia Heintz Murray      | Vice President, General Counsel, Finance, and Assistant Secretary |
| Scott M. Neal            | Vice President  |
| Bradford C. Nebergall    | Vice President  |
| Jesse E. Neyman          | Vice President  |
| John L. Nowlan           | Vice President  |
| David Parquet            | Vice President  |
| Nicholas E.V. Perry      | Vice President  |
| Bradley C. Petzold       | Vice President  |
| Mark R. Pickering        | Vice President  |
| Gregory F. Piper         | Vice President  |
| J. Scott Porter          | Vice President  |
| George W. Posey          | Vice President  |
| Mark A. Ruane            | Vice President  |
| Roderick P. Sayers       | Vice President  |
| Stephen C. Schneider     | Vice President  |
| Robert C. Schorr         | Vice President  |
| Donald P. Schroeder      | Vice President  |
| Matthew G. Scrimshaw     | Vice President  |
| Scott M. Sefton          | Vice President  |
| Richard S. Shapiro       | Vice President  |
| Gregory L. Sharp         | Vice President  |
| William N. Shoff         | Vice President  |
| Wynne M. Snoots          | Vice President  |
| John M. Stokes           | Vice President  |
| Bruce N. Stram           | Vice President  |
| Thomas M. Talley         | Vice President  |
| Sheila Tweed             | Vice President and Assistant General Counsel                      |
| Timothy E. Vail          | Vice President  |
| Tony A. Valentine        | Vice President  |
| Robert R. White          | Vice President  |
| Robert C. Williams       | Vice President and Assistant General Counsel                      |
| Peter J. Wilt            | Vice President  |
| Mario M. Yzaguirre       | Vice President  |

Corporate # F94000005921

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Victoria T. Sharp  
Mary A. Perkins  
Elaine V. Overturf  
Brent C. Bailey  
Kate B. Cole  
James E. Keller

General Counsel  
Treasurer  
Deputy Corporate Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary