

F95000004344

September 1, 1995

CF Corporation System
800 111-1111
Houma, LA 70001
713 658 0000
Fax 713 658 0000

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

Re: **Associated Gas Services, Inc.**
Order #: 90361609

5000001579108
-09/07/95--01015--007
*****78.75 *****78.75

Counsel: Martha Grimmitt
Corporate Secretary's Office
Panhandle Eastern Corporation
P. O. Box 1642
Houston, Texas 77251-01642

Gentlemen:

As requested by counsel, we enclose for filing qualification documents 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: 1-800-224-0754.

Very truly yours,

Kathie Caslin

Kathie Caslin
Technical Specialist
Team II

KFC/me

Enclosure(s)

Please provide a Good Standing
Certificate to be returned
with the evidence of filing.
Thank You!

SEP -7 PM 3:53
TALLAHASSEE, FLORIDA

mtm

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Associated Gas Services, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Colorado
(State or country under the law of which it is incorporated)
3. 84-1274542
(FEI number, if applicable)
4. June 21, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. P. O. Box 1642, Houston, Texas 77251-1642
(Current mailing address)
8. Gas Marketing
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

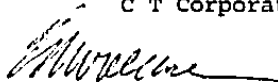
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

E.A. Wallace, Assistant Secretary

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Paul M. Anderson

Address: 5100 Westheimer Court

Houston, Texas 77056-5310

Vice Chairman: Donald H. Anderson

Address: 5100 Westheimer Court

Houston, Texas 77056-5310

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

RECEIVED
SEP 7 1977
TALLAHASSEE, FLORIDA

55 SEP -7 PM 3:53

RECEIVED

Treasurer: _____

Address: _____

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

13. Robert W. Reed
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert W. Reed, Secretary
(Typed or printed name and capacity of person signing application)

FILED
25 SEP -7 PM 3:53
TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Associated Gas Services, Inc.**

1. Donald H. Anderson
5400 Westheimer Court
Houston, Texas 77056-5310
2. Bradley C. Karp
5400 Westheimer Court
Houston, Texas 77056-5310
3. Paul M. Anderson
5400 Westheimer Court
Houston, Texas 77056-5310
4. Dennis R. Hendrix
5400 Westheimer Court
Houston, Texas 77056-5310
5. Jay B. Hipple
5400 Westheimer Court
Houston, Texas 77056-5310
6. George L. Mazanec
5400 Westheimer Court
Houston, Texas 77056-5310

RECEIVED
STATE
TOLAHASSEE, FLORIDA

95 SEP -7 PM 3:53

FILED

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Associated Gas Services, Inc.**

1. Donald H. Anderson, Vice Chairman of the Board
5400 Westheimer Court
Houston, Texas 77056-5310
2. Bradley C. Karp, President
5400 Westheimer Court
Houston, Texas 77056-5310
3. Paul M. Anderson, Chairman of the Board
5400 Westheimer Court
Houston, Texas 77056-5310
4. Jay B. Hipple, Senior VP & Chief Financial Officer
5400 Westheimer Court
Houston, Texas 77056-5310
5. Jeffrey J. Stokes, Senior Vice President
5400 Westheimer Court
Houston, Texas 77056-5310
6. J D Sitton, Senior Vice President
5400 Westheimer Court
Houston, Texas 77056-5310
7. William S. Dickey, Vice President
5400 Westheimer Court
Houston, Texas 77056-5310
8. David E. Cooper, Vice President
5400 Westheimer Court
Houston, Texas 77056-5310
9. William T. Hamilton, Jr., Vice President, Controller & Assist.
Secretary
5400 Westheimer Court
Houston, Texas 77056-5310
10. Wade A. Hoefling, Vice President, Gen. Counsel & Assist. Secretary
5400 Westheimer Court
Houston, Texas 77056-5310
11. Cary Flynn, Vice President & Assistant Secretary
5400 Westheimer Court
Houston, Texas 77056-5310
12. Scot E. Allen, Vice President

FILED
STATE
TOLSON-FLORIDA

55 SEP -7 PM 3:53

Appendix to (cont)

- 5400 Westheimer Court
Houston, Texas 77056-5310
13. David E. Garcia, Vice President
5400 Westheimer Court
Houston, Texas 77056-5310
14. Dan R. Hennig, Vice President
5400 Westheimer Court
Houston, Texas 77056-5310
15. Kevin T. Howell, Vice President
5400 Westheimer Court
Houston, Texas 77056-5310
16. Sandra P. Meyer, Vice President
5400 Westheimer Court
Houston, Texas 77056-5310
17. Mark A. Wetzol, Vice President
5400 Westheimer Court
Houston, Texas 77056-5310
18. J. Roger Grace, Treasurer
5400 Westheimer Court
Houston, Texas 77056-5310
19. Robert W. Reed, Secretary
5400 Westheimer Court
Houston, Texas 77056-5310
20. Bradley K. Porlier, Assistant Treasurer & Assistant Secretary
5400 Westheimer Court
Houston, Texas 77056-5310
21. Frederick W. Boutin, Assistant Treasurer
5400 Westheimer Court
Houston, Texas 77056-5310
22. William B. Mathews, Assistant Secretary
5400 Westheimer Court
Houston, Texas 77056-5310

TALLAHASSEE, FLORIDA

55 SEP -7 PM 3:53

FBI



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of
Colorado hereby certify that

According to the records of this office

ASSOCIATED GAS SERVICES, INC.
(COLORADO CORPORATION)

file # 941070446 was filed in this office on JUNE 21, 1994,
and has complied with the applicable provisions of the
laws of the State of Colorado and on this date is in good
standing and authorized and competent to transact business
or to conduct its affairs within this state.

Dated: AUGUST 24, 1995

Victoria Buckley

SECRETARY OF STATE

SEP 7 1995
TALLAHASSEE, FLORIDA

* CT CORPORATION SYSTEM

811 5th Avenue
Houston, TX 77002
Tel 713 612 9406
Fax 713 752 1950

795000004344

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

Re: **PanEnergy Gas Services, Inc.**
(formerly **Associated Gas Services, Inc.**)

Counsel: Legal Department
PanEnergy Corp
P. O. Box 1642
Houston, TX 77210-1642

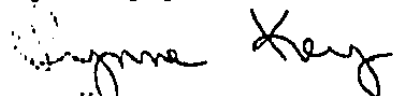
Gentlemen:

As requested by counsel, we enclose for filing Application for Amended Certificate of Authority on behalf of each 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: 1-800-324-0754.

Very truly yours,


Lynne Key
Associate Customer Specialist

/lk

Enclosure(s)

Special Instructions:

900001695899
-01/23/96--01078--005
*****35.00 *****35.00

CM
JF NC 46
1-20
795000004344

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Associated Gas Services, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Colorado
3. Date authorized to do business in Florida: September 7, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 29, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

PanEnergy Gas Services, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Robert W. Reed

Robert W. Reed, Secretary

Signature
Name and Title

January 11, 1996

Date



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of Colorado hereby certify that ACCORDING TO THE RECORDS OF THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON DECEMBER 29, 1995, CHANGING THE CORPORATE NAME OF

ASSOCIATED GAS SERVICES, INC.
(COLORADO CORPORATION)

TO

PANENERGY GAS SERVICES, INC.

AND SAID CORPORATION IS DULY ORGANIZED AND IN GOOD STANDING AND IS AUTHORIZED AND COMPETENT TO TRANSACT ITS BUSINESS OR CONDUCT ITS AFFAIRS WITHIN THE STATE OF COLORADO.

Dated: JANUARY 02, 1996

Victoria Buckley

SECRETARY OF STATE

Document Number

F950000 04344

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

95 AUG 15 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PanEnergy Gas Services, Inc.
changing its name to

200001326612
-08/20/95--01114--002
*****35.00 *****35.00

PT m s i Management, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☐ Walk In
☐ Mail Out
- ☒ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fic. Name
☐ CUS
☐ After 4:30
☒ Pick Up

95 AUG 15 AM 11
RECEIVED
DIVISION OF CORPORATIONS

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN-EXTRA COPIES
FILE STAMPED

8-15

File 15A

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

FILED
26 AUG 15 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. PanEnergy Gas Services, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Colorado
3. Date authorized to do business in Florida: _____ 9-7-95

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?
August 1, 1996
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
PTMSI Management, Inc.
6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Robert W. Reed

Signature
Name and Title

Robert W. Reed

August 7, 1996

Date



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of
Colorado hereby certify that ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED DATED AUGUST
01, 1996, CHANGING THE CORPORATE NAME OF

PANENERGY GAS SERVICES, INC.
(COLORADO CORPORATION)

TO

PTMSI MANAGEMENT, INC.

AND SAID CORPORATION IS DULY ORGANIZED AND IN GOOD STANDING
AND IS AUTHORIZED AND COMPETENT TO TRANSACT ITS BUSINESS OR
CONDUCT ITS AFFAIRS WITHIN THE STATE OF COLORADO.

Dated: AUGUST 01, 1996

Victoria Buckley

SECRETARY OF STATE

F95000004344

CT CORPORATION SYSTEM

1000 Tallahassee Avenue
Tallahassee, FL 32302
Tel: 904/241-2416
Fax: 904/241-1250

August 12, 1997

Office of the Secretary of State
Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: *DETM Management, Inc. fka PTMSI Management*
Order #: 93900

Counsel: Duke Energy

200002268022-1
=08/15/97-01025-004
*****35.00 *****35.00

Gentlemen:

As requested by counsel, we enclose for filing Application for Amended Certificate of Authority evidencing the name change 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 800-324-0754.

Very truly yours,


Kelly D. MacKac
Customer Specialist

KDT

Enclosure(s)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP 10 AM 1:16

NIC Amer
30

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

FILED
SECRETARY OF CORPORATIONS
SEP 10 AM 1:16

SECTION I (1-3 must be completed)

1. PTMSI Management, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Colorado
3. Date authorized to do business in Florida: 9/7/95

FILED
SECRETARY OF CORPORATIONS
SEP 10 AM 1:16

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?
July 18, 1997
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
DEMI Management, Inc.
6. If the amendment changes the period of duration, indicate new period of duration.
No Change
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Robert W. Reed

Signature
Name and Title

Robert W. Reed, Secretary

July 29, 1997

Date



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON JULY 18,
1997 CHANGING THE CORPORATE NAME OF

PTMSI MANAGEMENT, INC.
(COLORADO CORPORATION)

TO

DETMi MANAGEMENT, INC.

AND SAID CORPORATION IS DULY ORGANIZED AND IN GOOD STANDING
AND IS AUTHORIZED AND COMPETENT TO TRANSACT ITS BUSINESS OR
CONDUCT ITS AFFAIRS WITHIN THE STATE OF COLORADO.

Dated: July 29, 1997

Victoria Buckley

SECRETARY OF STATE