

F9500004568



ACCOUNT NO. : 072100000032

REFERENCE : 687271 86901D

AUTHORIZATION : Patricia Pappalardo

COST LIMIT : \$ 70.00

ORDER DATE : September 20, 1995

200001589362

ORDER TIME : 9:31 AM

ORDER NO. : 687271

CUSTOMER NO: 86901D

CUSTOMER: Ms. Devi Gooljar
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: VASTER POWER MARKETING, INC.

☐ PROFIT
☐ NON-PROFIT

☐ CORPORATE
☐ LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
XX ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

RECEIVED
SECRETARY OF STATE
CORPORATIONS
FILED
SEP 20 11:07 95 SEP 20 AM 11:44



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1995

CSC NETWORKS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 20 AM 11:44

The name VASTAR POWER MARKETING, INC. has been reserved for 120 days beginning August 22, 1995. The reservation number is R95000003782 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 595A00039146

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Vastar Power Marketing, 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. Delaware 3. not applicable
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/28/95 5. perpetual
(Date of Incorporation) (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 817.155, F.S.))
7. 15375 Memorial Drive, Houston, Texas 77079
(Current mailing address)
8. buying and selling (i) electricity and (ii) gas for consumption at electric generating facilities; investing in, developing, owning and operating electric generating and associated facilities; to engage in any lawful act or activity
(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: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

By: [Signature] - ASST Secy.
(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.

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FIVE COUNTY CORPORATIONS

12. Names and addresses of officers and/or directors: See Exhibit A attached

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Norma J. Rosner
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Norma J. Rosner, Vice President
(Typed or printed name and capacity of person signing application)

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Exhibit A
Vester Power Marketing, Inc. Directors and Officers
Date of Taking Office: 8/28/93

Name	Title	Address
James F. Beall	Director and President	(1)
Charles D. Davidson	Director	(2)
Albert D. Hoppe	Director, Vice President and Assistant Secretary	(2)
William A. Lang	Director and Vice Chairman	(1)
Steven J. Shapiro	Director and Treasurer	(2)
Michael E. Wiley	Director and Chairman	(2)
Joseph P. Catasein	Vice President	(1)
Joseph P. McCoy	Vice President	(2)
Norma J. Rosner	Vice President, General Counsel and Secretary	(2)
Michael L. Smith	Vice President	(2)
Daniel D. Hawk	Assistant Treasurer	(2)
Jonathan D. Edelfelt	Associate Secretary	(2)
Theresa C. Abels	Assistant Secretary	(2)
W. Terry Ayer	Assistant Secretary	(2)
A. Shawn Noonan	Assistant Secretary	(2)
JoAnn P. Russell	Assistant Secretary	(1)
Mary H. Samuelson	Assistant Secretary	(2)
George R. Tiblier	Assistant Secretary	(2)

(1) 200 Westlake Park Blvd., Suite 200, Houston, TX 77079
 (2) 15375 Memorial Dr., Houston, TX 77079

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VASTAR POWER MARKETING, INC." 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 FIFTEENTH DAY OF SEPTEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State
 7642132

AUTHENTICATION:

02-15-95

DATE: