



**PG&E Gas
Transmission**

Texas

F95000005924

Molly Barnes
Coordinator
Corporate Legal Records

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November 12, 1997

VIA FEDERAL EXPRESS (904/487-6050)

Secretary of State of the State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

200002347822--3
-11/14/97--01089--002
*****87.50 *****87.50

Re: Valero Power Services Company, a Delaware corporation (the "Company") qualified to do business in Florida; Name Change to "PG&E Power Services Company"

Dear Sir or Madam:

Enclosed are (i) one original and one copy of the Company's Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida (the "Application"); (ii) our company check in the amount of \$87.50 to cover the cost of the \$35 filing fee and \$52.50 certified copy charge; and (iii) a certified copy of the Certificate of Amendment to the Certificate of Incorporation of the Company filed with the Secretary of State of Delaware certifying as to the Company's name change to "PG&E Power Services Company."

Please file the original Application and return the certified copy of the Application to me with the appropriate recording information in the enclosed, postage prepaid envelope.

Effective November 7, 1997, please note that the principal business address of the Company changed from 530 McCullough Avenue, San Antonio, Texas 78215-2198 (P.O. Box 500; 78292-0500) to One Oak Park Building, 1020 N.E. Loop 410, Suite 700, San Antonio, Texas 78209-1230 (P.O. Box 400 ; 78292-0400).

Should you have questions regarding this filing, please call me immediately at (210) 528-4478. Thank you for your assistance.

Very truly yours,

Molly Barnes
Corporate Legal Records Coordinator

/MB
Enclosures

cc: J. Stephen Gilbert (w/out enclosures)

FILED
97 NOV 14 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
97 NOV 14 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Valero Power Services Company
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. December 4, 1995
Incorporated under laws of Date authorized to do business in Florida

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? September 4, 1997
5. PG&E Power Services Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- No Change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- No Change
New Jurisdiction


Signature

November 12, 1997
Date

J. Stephen Gilbert
Typed or printed name

Assistant Secretary
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VALERO POWER SERVICES COMPANY", CHANGING ITS NAME FROM "VALERO POWER SERVICES COMPANY" TO "PG&E POWER SERVICES COMPANY", FILED IN THIS OFFICE ON THE FOURTH DAY OF SEPTEMBER, A.D. 1997, AT 11 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2063986 8100

971378273

AUTHENTICATION:

8743837

DATE:

11-06-97

SEP-04-97 THU 12:13

NCR PH# 734-1450

FAX NO. 3027341478

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 09/04/1997
971294804 - 2063986

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
VALERO POWER SERVICES COMPANY**

Valero Power Services Company, a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "corporation"), **DOES HEREBY CERTIFY:**

FIRST: That, in accordance with Section 141 of the General Corporation Law of the State of Delaware, the Board of Directors of the corporation on September 2, 1997, adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the corporation (the "Certificate of Incorporation"), declaring said amendment to be advisable and recommending that the sole stockholder of said corporation approve the same, which the sole stockholder has approved by written consent. The resolutions setting forth the proposed amendment are substantially as follows:

WHEREAS, the Board of Directors of Valero Power Services Company (the "Company") has determined and hereby declares it to be advisable that the Company amend its Certificate of Incorporation as hereinafter set forth;

NOW THEREFORE, BE IT RESOLVED, that in accordance with Section 242 of the General Corporation Law of the State of Delaware, the Certificate of Incorporation of the Company be amended by changing the First Article thereof so that, as amended, it shall be and read as follows:

"First: The name of the corporation is PG&E Power Services Company."

; and

RESOLVED FURTHER, that the Chairman of the Board, the President or any Vice President of the Company be, and each of them hereby is, authorized to execute, and the Secretary or any Assistant Secretary of the Company be, and each of them hereby is, authorized to attest, a Certificate of Amendment of Certificate of Incorporation of the Company in the form as described to this Board of Directors, and that such officer or officers be, and they hereby are, authorized and directed to cause the said Certificate of Amendment of Certificate of Incorporation of the Company to be filed with the Secretary of State of the State of Delaware in the manner and in such places as may be required by Delaware Corporation Law; and

RESOLVED FURTHER, that the proper officers of the Company be, and they hereby are, authorized and directed to do or cause to be done any and all such further acts and things, and to execute and deliver or cause to be executed and delivered any and all

SEP-04-97 THU 12:14

NCR : PH# 734-1450

FAX NO. 3027341478

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such documents, papers and instruments as, with the advice of counsel, they may deem necessary or desirable in order to carry into effect the intent and purposes of the foregoing action of this Board of Directors.

SECOND: In accordance with Section 103(d) of the General Corporation Law of the State of Delaware, this Certificate of Amendment shall be effective upon the date of its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said Valero Power Services Company has caused this Certificate of Amendment of Certificate of Incorporation of the corporation to be executed in its corporate name by Paul W. York, its Senior Vice President, Chief Financial Officer and Treasurer, and attested to by J. Stephen Gilbert, its Assistant Secretary, this 3rd of September, 1997.

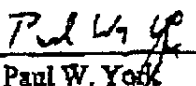
Valero Power Services Company,
a Delaware Corporation

ATTEST:

By:


J. Stephen Gilbert
Assistant Secretary

By:


Paul W. York
Senior Vice President, Chief Financial
Officer and Treasurer