

Document Number Only

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C T RITION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

000001724220
-02/26/96--01076--013
*****70.00 *****70.00

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Power Fuels, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> CUS/G/S
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In		
<input type="checkbox"/> Mail Out		

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**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. Power Fuels, 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
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. January 29, 1996
(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. M/S 3200, P. O. Box 7, Fort Worth, Texas 76101-0007

(Current mailing address)
8. Generation, transmission, and/or distribution of electric energy for sale
(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)

Daniel R. Glatz
First Vice President

(Type Name and Title of Officer)

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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: Jack L. Measman

Address: 801 Cherry Street

Fort Worth, Texas 76102

Vice Chairman: _____

Address: _____

Director: Patrick D. Hanley

Address: 801 Cherry Street

Fort Worth, Texas 76102

Director: Joseph A. LaSala, Jr.

Address: 801 Cherry Street

Fort Worth, Texas 76102

B. OFFICERS

President: See attached list of officers

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.

Donald W. Niemiec

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Donald W. Niemiec, President

(Typed or printed name and capacity of person signing application)

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

**Officers of
Power Fuels, Inc.**

1. Joseph A. LaSala, Jr., Senior Vice President
801 Cherry Street
Fort Worth, Texas 76102
2. Donald W. Niemiec, President
801 Cherry Street
Fort Worth, Texas 76102
3. Mark A. Borer, Vice President
801 Cherry Street
Fort Worth, Texas 76102
4. Philip D. Gettig, Vice President and General Counsel
801 Cherry Street
Fort Worth, Texas 76102
5. Malcolm E. Calkins, Vice President
801 Cherry Street
Fort Worth, Texas 76102
6. Diane K. Weaver, Vice President
801 Cherry Street
Fort Worth, Texas 76102
7. John B. Gremillion, Jr., Vice President - Taxes
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
8. Alan W. Tomme, Vice President - Regulatory Law
801 Cherry Street
Fort Worth, Texas 76102
9. Cherie A. Helstrom, Secretary
801 Cherry Street
Fort Worth, Texas 76102
10. John E. Jackson, Treasurer
801 Cherry Street
Fort Worth, Texas 76102
11. Judy P. Garwell, Assistant Secretary
801 Cherry Street
Fort Worth, Texas 76102
12. Jim W. Olstad, Assistant Treasurer
801 Cherry Street
Fort Worth, Texas 76102

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POWER FUELS, 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 SIXTH DAY OF FEBRUARY, A.D. 1996.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

7816597

DATE:

02-06-96