

F96000005002

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
222-4111

800-344-8086

TO KNOW YOUR RIGHTS
A NATIONAL FIREWORK
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LEGAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 096701 7105725

AUTHORIZATION : *Patricia Pzynt*

COST LIMIT : \$ 70.00

ORDER DATE : September 24, 1996

ORDER TIME : 10:45 AM

ORDER NO. : 096701

CUSTOMER NO: 7105725

700001858777

CUSTOMER: Ms. Lynn Eastman
Transcanada Power Corp.
421 7th Avenue Southwest
Suite 1400
Calgary, AC T2P4K9

FOREIGN FILINGS

NAME: NORTHRIDGE GAS LIQUIDS U.S.,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Juan E Jones

FILED
96 SEP 30 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
L 9/30
RECEIVED
96 SEP 30 AM 11:33
DIVISION OF CORPORATION

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Northridge Gas Liquids U.S., Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lynn Eastman

(Name of Person)

Northridge Gas Liquids U.S., Inc.

(Firm/Company)

1200, 421 - 7th Avenue S.W.

(Address)

Calgary, Alberta, Canada T2P 4K9

(City/State/Zip)

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96 SEP 30 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Lynn Eastman

(Name of Person)

at (403) 262-0136

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO 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. Northridge Gun Liquids U.S., 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. Texas
(State or country under the law of which it is incorporated)
3. 76-0468406
(FBI number, if applicable)
4. May 2, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Anticipated starting date: October 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4 Greenspoint Plaza, Suite 1200
16945 Northchase Drive
Houston, Texas 77060
(Current mailing address)
8. Wholesale marketer of LPG products.
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

Vicki Schreiber, Asst. V.P.
(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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56 SEP 30 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please see Schedule "A" attached for complete list of Officers and Directors

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

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

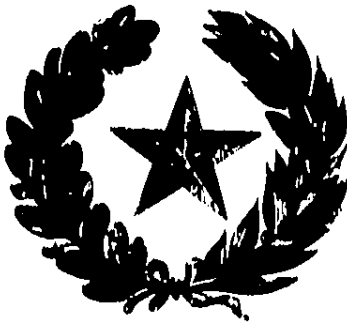
14. Sean D. McMaster, Corporate Secretary
(Typed or printed name and capacity of person signing application)

FILED
98 SEP 30 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Schedule A**Northridge Gas Liquids U.S., Inc.****List of Officers and Directors**

Name	Title	Address	Director
Michael F. O'Brien	President	4 Greenspoint Plaza Suite 1200 Houston, Texas 77060	No
Stephen Letwin	Executive Vice President	1400, 421 - 7th Ave. S.W. Calgary, AB, Canada T2P 4K9	Yes
G. Lawrence Spackman	Executive Vice President	2400, 530 - 8th Ave. S.W. Calgary, AB, Canada T2P 3S8	Yes
Edward Brown	Vice President Corporate and Treasurer	1400, 421 - 7th Ave. S.W. Calgary, AB, Canada T2P 4K9	No
Sean D. McMaster	Corporate Secretary	1400, 421 - 7th Avenue S.W. Calgary, AB, Canada T2P 4K9	No
Allison T. Love	Assistant Secretary	111 - Fifth Avenue S.W. Calgary, AB, Canada T2P 4K5	No
Gary G. Penrose	Assistant Treasurer	111 - Fifth Avenue S.W. Calgary, AB, Canada T2P 4K5	No
Bruce A. Westell	Assistant Treasurer	111 - Fifth Avenue S.W. Calgary, AB, Canada T2P 4K5	No

FILED
96 SEP 30 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

NORTHBRIDGE GAS LIQUIDS U.S., INC.

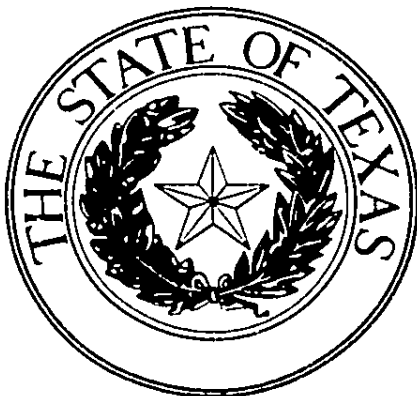
were filed in this office and a certificate of incorporation was issued on

MAY 2, 1995;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

FILED
96 SEP 30 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on September 25, 1996.



Antonio O. Garza, Jr.
Secretary of State

PH

CT CORPORATION SYSTEM

June 1, 1997 **F96000005002**

520 Pike Street
Seattle, WA 98101
Tel. 206 622 4511
Fax 206 621 8813

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

800002214998--5
-06/17/97--01082--004
*****35.00 *****35.00

Re: Northridge Gas Liquids U.S., Inc. changing to TransCanada Energy
Marketing USA, Inc. *& Change of Agent*

Gentlemen:

Enclosed please find Statement of Change of Registered Agent,
Registered Office, or Both along with the required fees. This document
should be filed as soon as possible.

Additionally, we enclose Application for Amended Certificate of Authority
for filing on behalf of this corporation, together with funds in payment of
the required fees and a Certificate evidencing name change. Please file
the change of agent first and then file the name change amendment.

Evidence of the filings 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: 1-800-456-4511.

Very truly yours,

Sharon Johnson
Sharon Johnson
Customer Specialist

/slj
enc.

RECEIVED
97 JUN 10 AM 9:00
DIVISION OF CORPORATIONS

F9600005002
RA Ch
D P/S
6-10-97

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 807.0502, 817.0502, 807.1508, or 817.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Texas submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Northridge Gas Liquids U.S., Inc.

1b. Date of incorporation 30 September 1996 Document number F96000005002

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE

May 30, 1997

DATE

A.T. Love, Assistant Secretary

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE BY:

Kathleen C. Gariepy

DATE June 4, 1997

C T CORPORATION SYSTEM

(Registered Agent) Asst. Secy

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

(FLA. - 2194 - 3/4/92)

FILING FEE: \$35.00

CT CORPORATION SYSTEM

F96000005002

June 4, 1997

520 Pike Street
Seattle, WA 98101
Tel. 206 622 4511
Fax 206 621 8813

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

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-06/17/97--01082--003
*****35.00 *****35.00

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should be filed as soon as possible.

Additionally, we enclose Application for Amended Certificate of Authority
for filing on behalf of this corporation, together with funds in payment of
the required fees and a Certificate evidencing name change. Please file
the change of agent first and then file the name change amendment.

Evidence of the filings 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: 1-800-456-4511.

Very truly yours,

Sharon Johnson
Sharon Johnson
Customer Specialist

/slj
enc.

RECEIVED
97 JUN 10 AM 9:00
DIVISION OF CORPORATIONS

F96000005002
FFNO
3P98
6-10-97

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

SECTION I (1-3 must be completed)

1. Northridge Gas Liquids U.S., Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Texas
3. Date authorized to do business in Florida: 30 September 1996

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?

May 15, 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:

TransCanada Energy Marketing USA, 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.

A.T. Love, Assistant Secretary

Signature
Name and Title

30 May 1997

Date



The State of Texas

SECRETARY OF STATE


I, ANTONIO O. GARZA, JR., Secretary of the State of Texas, DO HEREBY CERTIFY that according to the records of this office for **TRANSCANADA ENERGY MARKETING USA, INC.**, Articles of Incorporation were filed in this office and a certificate of incorporation was issued on **MAY 2, 1995** under its initial name of **NORTHRIDGE GAS LIQUIDS U.S., INC.** as set forth in that instrument.

IT IS FURTHER CERTIFIED that according to the records of this office Articles of Amendment were filed in this office on **MAY 15, 1997**, changing the corporate name from **NORTHRIDGE GAS LIQUIDS U.S., INC.** to **TRANSCANADA ENERGY MARKETING USA, INC.**

IT IS FURTHER CERTIFIED that no certificate of dissolution has been filed and the corporation is still in existence.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on June 2, 1997.



Antonio O. Garza, Jr.
Secretary of State

PH