

CT CORPORATION SYSTEM

F96000005002

June, 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

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

TransCanada
7/1/97
01/18
11

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 607.0502, 617.0502, 607.1508, or 617.1508, 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. Garipey

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)

FILING FEE: \$35.00

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

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Sharon Johnson
Sharon Johnson
Customer Specialist

/slj
enc.

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DIVISION OF CORPORATIONS

**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.



1087.

Antonio O. Garza, Jr.
Secretary of State

PH