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TALLAHASSEE, FL 32301-2607
904-222-9171
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800-342-8086

F96000006731

ESC networks
PRIMECLIFF
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 192525 4807563

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : December 17, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 192525-005

WFO-26778
200002035362--7

CUSTOMER NO: 4807563

CUSTOMER: Ms. Marjorie Nemzura
Midcon Corp.
701 East 22nd Street

Lombard, IL 60148

FOREIGN FILINGS

NAME: MIDCON CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 20 PM 3:46

FILED

12/23

DIVISION OF CORPORATION

96 DEC 20 PM 1:16

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 DEC 23 PM 2:52
DIVISION OF CORPORATION

December 20, 1996

CSC

SUBJECT: MIDCON CORP.
Ref. Number: W96000026778

We have received your document(s) in this office, however, the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 296A00056852

RESUBMIT
Please give original
submission date as file date.

MidCon Corp.

M. Nemzura, Secretary of MidCon Corp., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 19 day of December, 1996.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name MidCon Energy Corp. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."


M. Nemzura, Secretary, MidCon Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. MidCon Corp.
(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. 74-1873136
(FEI number, if applicable)
4. 06/15/76
(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 817.155, F.S.))
7. 701 East 22nd Street
Lombard, IL 60148-5072
(Current mailing address)
8. The transaction of any or all lawful purposes for which corporations may be
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
incorporated under the Delaware General Corporation Law.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)
Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street
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.

By: M. Galstian
(Registered agent's signature)
M. Galstian, Asst. Vice President

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: (Street address ONLY- P.O. Box NOT acceptable)

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

Chairman: _____ See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____ See attached list

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

14. _____
M. Nemzura, Secretary, MidCon Corp.
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

MidCon Corp.

Names and Addresses of Officers and Directors

NAME	TITLE	PRINCIPAL BUSINESS ADDRESS
Riordan, J. F.*	President and Chief Executive Officer	701 East 22nd Street, Lombard, Illinois 60148-5072
D'Antonio, F. M.	Executive Vice President	701 East 22nd Street, Lombard, Illinois 60148-5072
Jarvi, K. T.*	Senior Vice President and General Counsel	701 East 22nd Street, Lombard, Illinois 60148-5072
McElligott, J. J.	Senior Vice President and Chief Financial Officer	701 East 22nd Street, Lombard, Illinois 60148-5072
Pelletier, J. L.	Senior Vice President	701 East 22nd Street, Lombard, Illinois 60148-5072
Cochrane, A. V.	Vice President	1717 Pennsylvania Ave., N.W., Suite 400, Washington, D.C. 20006
FitzGerald, R. W.	Vice President and Controller	3200 Southwest Freeway, Houston, Texas 77027
Grubert, F. J.	Vice President and Treasurer	10889 Wilshire Boulevard, Los Angeles, California 90024
Peterson, L. S.	Vice President and Assistant Secretary	10889 Wilshire Boulevard, Los Angeles, California 90024
Nemzura, M.	Secretary	701 East 22nd Street, Lombard, Illinois 60148-5072
House, E. C.	Assistant General Counsel	701 East 22nd Street, Lombard, Illinois 60148-5072
Korman, P.	Assistant General Counsel	1717 Pennsylvania Ave., N.W., Suite 400, Washington, D.C. 20006
Mallory, P. W.	Assistant General Counsel	701 East 22nd Street, Lombard, Illinois 60148-5072
Maloney, N. J.	Assistant General Counsel and Assistant Secretary	701 East 22nd Street, Lombard, Illinois 60148-5072
Mims, P. A.	Assistant General Counsel	701 East 22nd Street, Lombard, Illinois 60148-5072
Telleen, P. R.	Assistant General Counsel	701 East 22nd Street, Lombard, Illinois 60148-5072
Alden, J. W.	Assistant Secretary	701 East 22nd Street, Lombard, Illinois 60148-5072
Dahse, J. E.	Assistant Secretary	701 East 22nd Street, Lombard, Illinois 60148-5072
Gray, M. T.	Assistant Secretary	10889 Wilshire Boulevard, Los Angeles, California 90024
Jackson, D. G.	Assistant Secretary	2000 Post Oak Boulevard, Houston, Texas 77056
Legel, M. L.	Assistant Secretary and Assistant Treasurer	110 West Seventh, Tulsa, Oklahoma 74119
Parise, S. P.	Assistant Secretary	701 East 22nd Street, Lombard, Illinois 60148-5072
Ross, D. G.	Assistant Secretary	10889 Wilshire Boulevard, Los Angeles, California 90024
Sawyer, R. E.	Assistant Secretary	110 West Seventh, Tulsa, Oklahoma 74119
Zaylor, J. R.	Senior Assistant Treasurer	10889 Wilshire Boulevard, Los Angeles, California 90024
Havert, J. R.	Assistant Secretary	10889 Wilshire Boulevard, Los Angeles, California 90024
Chazen, S. I.	Director	10889 Wilshire Boulevard, Los Angeles, California 90024
deBrier, D.	Director	10889 Wilshire Boulevard, Los Angeles, California 90024
Leach, A. R.	Director	10889 Wilshire Boulevard, Los Angeles, California 90024

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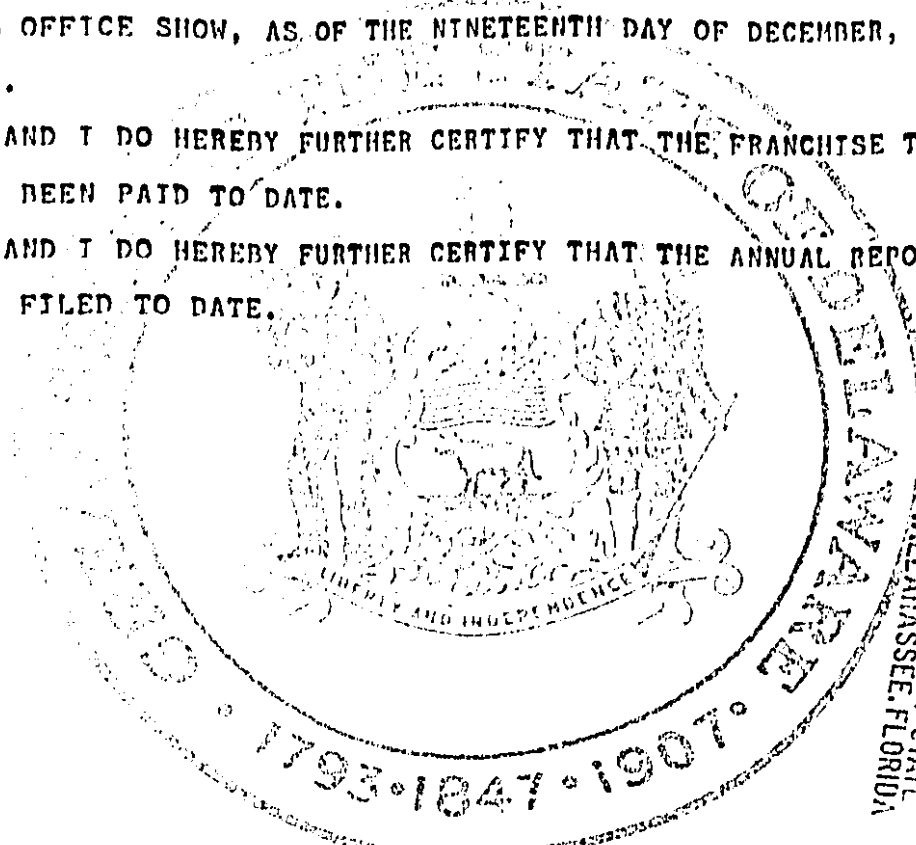
12/17/96
* Director

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIDCON CORP." 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 NINETEENTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 12-19-96

DATE: