



**PG&E Gas
Transmission**

Texas

F97000000 518

Molly Barnes
Coordinator
Corporate Legal Records

1020 NE Loop 410
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San Antonio, TX 78216
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P.O. Box 400
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April 22, 1998

VIA FEDERAL EXPRESS (850/487-6050)

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

Re: Kite Power Corporation, a California corporation (the "Corporation") qualified to do business in Florida File No. F97000000518; Name Change to "PG&E Energy Trading - Power Holdings Corporation"

Dear Sir or Madam:

800003498438-9
-04/23/98-01108-005
****175.00 *****87.50

Enclosed are (i) one original and one copy of the Corporation's Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida (the "Application"); (ii) one original and one copy of the Corporation's Statement of Change of Registered Office and Registered Agent (the "Registered Agent/Office Change"); (iii) our check in the amount of \$175 to cover the cost of the \$35 filing fee and \$52.50 certified copy charge for the Application and \$35 filing fee and \$52.50 certified copy charge for the Registered Agent/Office Change; and (iv) a Certificate Regarding Name Change issued by the Secretary of State of California certifying as to the Corporation's name change to "PG&E Energy Trading - Power Holdings Corporation."

Please file the original Application and Registered Agent/Office Change and return the certified copies of same to me with the appropriate recording information in the enclosed, postage prepaid Federal Express envelope.

Please note that the **mailing address (for all corporate documents)** of the Corporation has changed from 444 Market Street, 19th Floor, San Francisco, California 94111 to: 1020 N.E. Loop 410, One Oak Park Building, Suite 700, San Antonio, Texas 78209-1230 (P.O. Box 400; 78292-0400), Attention: Molly Barnes. If possible, **please mail all annual reports and tax material** of the Corporation to 7330 San Pedro, Suite 200, San Antonio, Texas 78216 (P.O. Box 400; 78292-0400), Attention: Kyle B. Sherrington, Corporate Tax Department. The **principal place of business address** of the Corporation is 7500 Old Georgetown Road, Suite 1300, Bethesda, Maryland 20814-6161.

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

Molly Barnes
Corporate Legal Records Coordinator
/MB
Enclosures

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

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FILED
98 APR 23 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
98 APR 23 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
KRB
4/28

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)

1. Kite Power Corporation
Name of corporation as it appears on the records of the Department of State.

2. California
Incorporated under laws of

3. January 30, 1997
Date authorized to do business in Florida

FILED
98 APR 23 PM 12:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SECTION II ** Also see attached page.
(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? February 6, 1998

5. PG&E Energy Trading-Power Holdings Corporation
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.

Not Applicable
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Not Applicable
New Jurisdiction


Signature

04/14/98
Date

J. Stephen Gilbert
Typed or printed name

Assistant Secretary
Title

State of California

SECRETARY OF STATE

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 6th day of February, 19 98,

there was filed in this office an amendment changing the corporation name from

KITE POWER CORPORATION

, a California corporation,

to PG&E ENERGY TRADING - POWER HOLDINGS CORPORATION



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
10th day of March 1998

Bill Jones

Secretary of State