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Apr 28 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000004085
1. Corporation Name

Enron Acquisition III Corp.

Principal Place of Business 1400 Smith St. Houston, TX 77002	Mailing Address P.O. Box 1188 Houston, TX 77251-1188
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/04/1997	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 76-0545239		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
C T Corporation System 1200 South Pine Island RD. Plantation, FL 33324		81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D Rao, Ashok 1400 Smith St. Houston, TX 77002 <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	D C M Pai, Lou L 1400 Smith St Houston, TX 77002 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D Derrick, James V. Jr. 1400 Smith St. Houston, TX 77002 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD Rao, Ashok 1400 Smith St Houston, TX 77002 <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	V Sharp, Victoria T. 1400 Smith St Houston, TX 77002 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V Bowen, Raymond M 1400 Smith St Houston, TX 77002 <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VT Gathmann, William D 1400 Smith St Houston, TX 77002 <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	600002505426 -04/29/98--01067--035 ***150.00 <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V Henderson, John C 1400 Smith St Houston, TX 77002 <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 4.28

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Victoria T. Sharp Victoria T. Sharp 4-20-98 713-853-6575
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (10/97)

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Enron Acquisition III Corp.

Federal ID #: 76-0545239
I.D. # F97000004085

All officers and directors may be contacted at the following address:
1400 Smith Street
Houston, Texas 77002

DIRECTORS

TITLE

James V. Derrick, Jr.
Lou L. Pai

Director
Director

OFFICERS

TITLE

Lou L. Pai

Raymond M. Bowen
William D. Gathmann

John C. Henderson
Robert J. Hermann

Peggy B. Menchaca
George W. Posey
Victoria T. Sharp

Bruce N. Stram
Elaine V. Overturf
Kate B. Cole
Geneva H. Hiroms

Chairman, Chief Executive
Officer and Managing Director
Vice President
Vice President, Finance and
Treasurer
Vice President
Vice President and General Tax
Counsel
Vice President and Secretary
Vice President
Vice President and General
Counsel
Vice President
Deputy Corporate Secretary
Assistant Secretary
Assistant Secretary