FOR PROFIT CORPORATION **UNIFORM BUSINESS REPORT (UBR)**

FILED May 02, 2002 8:00 am Secretary of State 05-02-2002 90051 044 ***150.00

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1. Entity N	UMENT # F97000	_			
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	Enron Energy Marke	eting corp.			
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2. Principa	al Place of Business	3. Mailing Address	ender bereitsten		
	too Smith St.	% 1650 the	ghway 6		
Suite, A	pt. #, etc.	Suite, Apt. #, etc.	,	DO NOT WRITE IN TH	IIS SPACE
City & S	tate -	Suite 100	<u> </u>		
	ouston. Texas		and Texas	-4. FEI.Number- Q4-3240290	Applied For
Zip	So 2 Country U.S.A.	Zip	Country	5. Certificate of Status Desired	Not Applicab - \$8.75 Additional
y gunger.		77478	<u> USA </u>	<u>"-</u>	Fee Required
			Name	7. Name and Address of Current Registe	red Agent
	DO NOT W	/RITE	Nat	ional Registered Ag	ents Inc
Paragra	IN THIS S	the second state of the second	Street Address	(P.O. Box Number is Not Acceptable)	
		TAUE: (III)	526	East Park Avenue	
		grade we says bedre to a Supple plant special stances	City		
8. The abov	on particular to the state of t		Tall	a hasse. Fred agent, or both, in the State of Florida.	Zip Code
GNATURE	Signature, typed or printed name of registered agent	t and title if applicable. (NOT	E: Registered Agent signature required	l when reinstating) DATE	
SIGNATURE	Signature, typed or printed name of registered agent poration is eligible to satisfy its Intangible	January 15 N	/lav_12Fee is \$150.00	30.32	
9. This corp Tax filing	Signature, typed or printed name of registered agent population is eligible to satisfy its Intangible grequirement and elects to do so.	e January 1 - N After May Amende	Aay 12 Fee is \$150.00 17 Fee is \$550.00 d UBR is \$61.25	10. Election Campaign Financing	\$5.00 May Be
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ATTACH # F97000004802/644757

LIMITED POWER OF ATTORNEY

KNOW ALL MEN, that Enron Energy Marketing Corp., a corporation duly created, organized and existing under and by virtue of the laws of the State of California, in the United States of America, having its principal office at 1400 Smith Street, Houston, Texas 77002-7361, USA ("Company"), does hereby constitute and appoint Robert D. Kimbrell or Gregory M. Apke, either one of them acting alone, (hereinafter referred to as "Agent"), of Apke & Kimbrell. L.L.P., with a place of business at 1650 Highway 6, Suite 100, Sugar Land, Texas 77478, its true and lawful attorney, to carry on the specified business and affairs of said Company strictly related and limited to the preparation and filing of state-required Annual Reports and ancillary documents with the respective state agency and to pay certain taxes and fees due from Company on a reimbursement basis and for that purpose:

- (1) To act on behalf of Company with reference to Annual Report matters, Annual Reports and returns of Company within the United States, including the preparation and filing of Annual Reports, returns and related exhibits or filings and to execute the same on behalf of Company; and
- To make payments for taxes, filing fees or costs associated with Annual Reports or returns or fees owed by Company; and
- (3) To ask, demand, recover and receive of and from all tax authorities, all sums of money and interest owing, refundable or payable to Company, or that at any time hereafter becomes owing or belongs to Company; and
- (4) Generally, to do, execute and perform any other act, deed, matter or thing that ought to be done, executed or performed, or that, in the opinion of said Agent, ought to be done, executed, or performed, in and about the Annual Reports and returns of Company, of every nature and kind, as fully and effectually as said Company could do if it were personally present.

Company does hereby agree to, and hereby does ratify and confirm, all of whatsoever said Agent shall lawfully do or cause to be done by virtue of this Power related and limited to Annual Report and return filings.

All of the foregoing rights, powers, authorities and privileges shall be effective on November 1, 2001, and shall automatically be revoked when the Agreement for Project Services by Apke & Kimbrell, L.L.P., dated November 1, 2001, has been terminated.

IN WITNESS WHEREOF, an authorized officer of Company has signed this instrument in the County of Harris, State of Texas, United States of America, on the 3rd day of 0, 2001.

ENRON ENERGY MARKETING CORP.

By:

Kate B. Cole, Assistant Secretary