

Document Number Only
F98000000957

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address ==

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

700002434067--4

-02/18/98--01051--014

*****70.00 *****70.00

W98-3653

CORPORATION(S) NAME

Panda-Florida Power Corporation

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other UCC 11

☐ Change of R

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

98 FEB 18 PM 12:22

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DIVISION OF CORPORATIONS

mtu
2/19

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

FEB 18 1998

PLEASE RETURN EXTRA COPIES
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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1998

C T CORPORATION SYSTEM

SUBJECT: PANDA-FLORIDA POWER CORPORATION
Ref. Number: W98000003653

We have received your document for PANDA-FLORIDA POWER CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 798A00009358

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2/18

Michael -
Please backdate
to 2/18.
Thanks -

Tamara

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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:

PANDA-FLORIDA POWER CORPORATION

1. _____
(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.)

Delaware

75-2727939

2. _____ (State or country under the law of which it is incorporated)
3. _____ (FEI number, if applicable)

9/23/97 as Panda Petroleum Company

Perpetual

4. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

2/11/98 Cert. of Amendment

5. _____
(Have not transacted bus. in Florida as of yet) *Upon Qualification*
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 617.156, F.S.))

4100 Spring Valley Road, Suite 1001

Dallas, TX 75244

(Current mailing address)

6. Merchant Power as electric wholesale generator
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Randy A. Shelley

(Registered agent's signature) (Official)

RANDY A. SHELLEY

SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: ROBERT W. CARTER

AND CEO

Address: 4100 Spring Valley Road, Suite 1001

Dallas, TX 75244

Vice Chairman:

Address:

Sole Director: ROBERT W. CARTER

Address: same as above

Director:

Address:

B. OFFICERS

President: DAROL LINDLOFF

Address: same as above

Executive Vice President: JANICE CARTER

Secretary and Treasurer

Address: same as above

Secretary:

Address:

SEE NEXT PAGE FOR LIST OF ADDITIONAL OFFICERS

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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. L. STEPHEN RIZZIERI, Vice President, General Counsel & Assistant
(Typed or printed name and capacity of person signing application) Secretary

ADDITIONAL OFFICERS:

William C. Nordlund
L. Stephen Rizzieri

Executive Vice President - Finance
Vice President, General Counsel and
and Assistant Secretary
Vice President - Finance

Bryan J. Urban

Ralph T. Killian
Linda Donohoe
Kim Knightstep Monk
Ted C. Hollon

Senior Vice President and Operations Mgr.
Assistant Secretary
Assistant Secretary
Senior Vice President of Project
Development and Construction
Senior Vice President - Business Dev.

Steven W. Crain

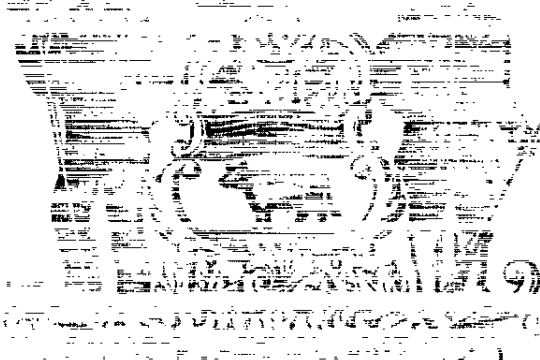
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANDA-FLORIDA POWER CORPORATION" 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 EIGHTEENTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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02-18-98