

F980000004882



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 939848 7113216

AUTHORIZATION : *Patricia Pijoto*

COST LIMIT : \$ 70.00

ORDER DATE : August 25, 1998

ORDER TIME : 9:37 AM

ORDER NO. : 939848-010

CUSTOMER NO: 7113216

CUSTOMER: Ms. Nancy Manning
U.s. Generating Company
7500 Old Georgetown Rd
13th Floor
Bethesda, MD 20814-6161

RECEIVED
98 AUG 28 AM 10:45
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: USGEN HOLDINGS, INC. 6000002627476--5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

W
8/28
FILED
98 AUG 28 AM 11:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

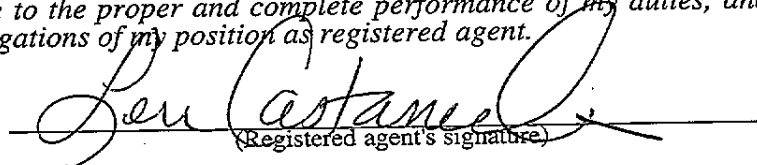
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. USGen Holdings, Inc.
(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. 94-3282136
(FEI number, if applicable)
4. August 27, 1997
(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. Suite 13th Floor, --7500 Old Georgetown Road
Bethesda, MD 20814
(Current mailing address)
Ownership of a partnership interest in a company that manages electric generating facilities.
8. _____
(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: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Corporation Service Company
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.


(Registered agent's signature)

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.

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SECRETARY OF STATE

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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

14. P. Chrisman Iribe, Executive Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

USGen Holdings, Inc.

List of Officers

Name: Joseph P. Kearney **Title:** President
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

Name: Joseph P. Kearney **Title:** Chief Executive Officer
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

Name: P. Chrisman Iribre **Title:** Executive Vice President
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

Name: Stephen A. Herman **Title:** Senior Vice President
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

Name: Stephen A. Herman **Title:** Secretary
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

Name: John R. Cooper **Title:** Senior Vice President
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

Name: David N. Bassett **Title:** Controller
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

Name: David N. Bassett **Title:** Treasurer
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

Name: Gerald S. Endler **Title:** Assistant Secretary
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

Name: Peter E. Meier **Title:** Assistant Secretary
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

List of Directors

Name: Joseph P. Kearney **Term:**
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

Name: P. Chrisman Iribre **Term:**
Bus. Addr.: 7500 Old Georgetown Road, Bethesda, MD 20814-6161

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TALLAHASSEE FLORIDA

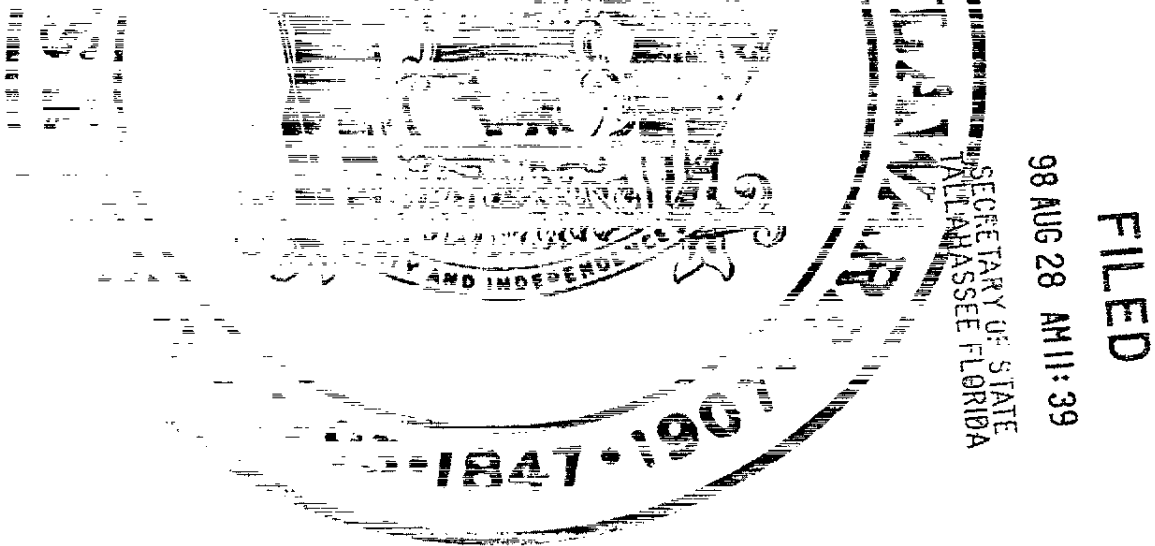
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USGEN HOLDINGS, INC." 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 TWENTY-FIFTH DAY OF AUGUST, A.D. 1998.

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

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



2790256 8300
981332782



9270556
08-25-98

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

AUTHENTICATION:

DATE: