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C T CORPORATION SYSTEM			
660 East Jefferson Street			
Requestor's Name	1		
<u>Tallahassee, Florida 3230</u> Address		10000000	<u>.</u>
(850) 222–1092	Phone	1000027252 -12/29/980	
City State Zip	Filote	*****70.00	*****70.00
CORPORAT	ION(S) NAME		
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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.

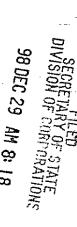
1 Polk Power	GP II, Inc.
words or abbre	poration: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or eviations of like import in language as will clearly indicate that it is a corporation instead of a or partnership if not so contained in the name at present.)
2. Delaware	3. <u>75-2562611</u>
	try under the law of which it is incorporated) (FEI number, if applicable)
4. March 20,	1995 5. Perpetual
(Da	tte of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon quali	fication.
(Date fir	st transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F. S
7. 1616 WQOGA	11 Rodgers Freeway, Dallas, TX 75202
o To engage	(Current mailing address)
	e(s) of corporation authorized in home state or country to be carried out in the state of Florida?
9. Name and st	reet address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name:	C T CORPORATION SYSTEM
Office Address:	1200 South Pine Island Road
	Plantation , Florida, 33324 (Zip code)
10. Registered	agent acceptance:
in this application comply with the	ned as registered agent and to accept service of process for the above stated corporation at the place designate n. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with bligation of my position as registered agent.
	C T CORPORATION SYSTEM
	Registered agents signature) Special Asst. Secretary
11. Attached is a Department of Strong which it is inc	a certificate of existence duly anthenticated, not more than 90 days prior to delivery of this application to the ate, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the lav

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) DIRECTORS (Street address only - P.O. Box NOT acceptable) Chairman: Address: Vice Chairman: Address: ___ Director: See attached list of directors. Address:_____ Address: OFFICERS (Street address only - P.O. Box NOT acceptable) President: See attached list of officers. 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. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) 14. Philip T. Schnorbach, Secretary
(Typed or printed name and capacity of person signing application)

Appendix to Florida Application by Fgn. Corp. for Authorization to Transact Business in Florida

Directors of Polk Power GP II, Inc.

- Lee D. Atkins
 1616 Woodall Rodgers Freeway
 Dallas, Texas 75202
- John R. Cunningham
 1001 Louisiana
 Houston, Texas 77002
- 3. Bruce J. Curatola 1001 Louisiana Houston, Texas 75002
- 4. Michael T. Moran 1616 Woodall Rodgers Freeway Dallas, Texas 75202



Appendix to Florida Application by Fgn. Corp. for Authorization to Transact Business in Florida

Officers of Polk Power GP II, Inc.

- John R. Cunningham, Chief Executive Officer 1001 Louisiana Houston, Texas 77002
- Michael T. Moran, President
 1616 Woodall Rodgers Freeway
 Dallas, Texas 75202
- Timothy M. Milne, Chief Financial Officer
 1001 Louisiana
 Houston, Texas 77002
- 4. Allan Wade Smith, General Manager 1616 Woodall Rodgers Freeway Dallas, Texas 77002
- 5. Philip T. Schnorbach, Secretary 1616 Woodall Rodgers Freeway Dallas, Texas 75202
- 6. David L. Siddall, Assistant Secretary 1001 Louisiana Houston, Texas 77002

98 DEC 29 AM 8: 16

Statė of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "POLK POWER GP II, 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-EIGHTH DAY OF
DECEMBER, 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.

DIVISION OF CORPORATION
98 DEC 29 AM 8: 18

Edward J. Freel, Secretary of State

AUTHENTICATION:

9488999

DATE:

12-28-98

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