

# F99000000374

## SEM

9000 E. Nichols Avenue Suite 150  
Englewood, Colorado 80112-3407

TXU SEM Company

9000 E. Nichols Avenue Suite 150  
Englewood, Colorado 80112-3407

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-06/21/99--01026--001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

T. LEWIS JUN 22 1999

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. Texas Utilities SEM, Inc.

Name of corporation as it appears on the records of the Department of State

2. Delaware

Incorporated under laws of

3. 1/20/99

Date authorized to do business in Florida

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6-1-99

5. TXU SEM Company

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

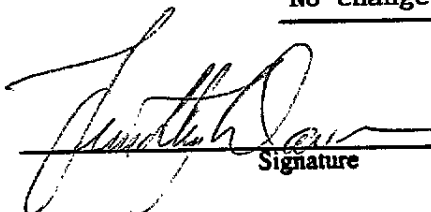
No change

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No change

New Jurisdiction

  
Signature

6/10/99  
Date

Timothy G. Davis  
Typed or printed name

President  
Title

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TEXAS UTILITIES SEM, INC.", CHANGING ITS NAME FROM "TEXAS UTILITIES SEM, INC." TO "TXU SEM COMPANY", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FOURTEENTH DAY OF JUNE, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2976500 8100

991218730

AUTHENTICATION: 9782370

DATE: 06-03-99

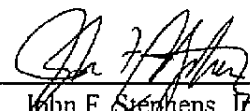
CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
TEXAS UTILITIES SEM, INC.

Texas Utilities SEM, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

- I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been consented to in writing by the stockholders, in accordance with Section 228 of the General Corporation Law of the State of Delaware.
- II. The First Article of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"FIRST: The name of the corporation is TXU SEM Company."
- III. This amendment shall be effective as of June 14, 1999.

IN WITNESS WHEREOF, Texas Utilities SEM, Inc. has caused this Certificate to be executed by John F. Stephens, Jr., its authorized officer, on this 28<sup>th</sup> day of May, 1999.

  
\_\_\_\_\_  
John F. Stephens, Jr.  
Assistant Secretary