

F 99000001679

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

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-03/30/99--01074--006
*****78.75 *****78.75

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CORPORATION

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TALLAHASSEE FLORIDA

EL PASO Power Services Company

Profit
 Non Profit
 Limited Liability Co.
 Foreign

Amendment
 Mergers
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Limited Partnership
 Reinstatement
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 JEFFREY D. BUTTERFIELD

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. El Paso Power Services Company
(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. 76-0574246
(FEI number, if applicable)

4. June 9, 1998
(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 817.156, F.S.))

7. 1001 Louisiana Street, Houston, Texas 77002
(Current mailing address)

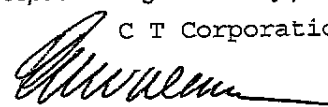
8. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the state of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

E. A. Wallace, 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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Margaret E. Roark
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Margaret E. Roark, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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EL PASO POWER SERVICES COMPANY

DIRECTORS

H. Brent Austin
Greg G. Jenkins
William A. Wise

OFFICERS

William A. Wise	Chairman of the Board
Larry M. Kellerman	President
H. Brent Austin	Executive Vice President
Randolph L. Wu	Senior Vice President
Michael A. Prosser	Senior Vice President
Timothy J. Sullivan	Senior Vice President
Jeffrey I. Beason	Vice President and Controller
Sean M. Cooper	Vice President
John L. Harrison	Vice President and Chief Financial Officer
Kent D. McDuffie	Vice President
C. Dana Rice	Vice President and Treasurer
Todd K. Torgerson	Vice President
Judy A. Vandagriff	Vice President
David L. Siddall	Corporate Secretary
Alan D. Bishop	Assistant Secretary
Norbert R. Grijalva	Assistant Secretary
Kelly J. Jameson	Assistant Secretary
Katherine A. Murray	Assistant Secretary
Margaret E. Roark	Assistant Secretary

The address of all officers and directors is:

1001 Louisiana Street
Houston, TX 77002

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EL PASO POWER SERVICES COMPANY" 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-NINTH DAY OF MARCH, A.D. 1999.

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.

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TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

03-29-99

DATE: