

Document Number Only

F99000002009

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

LG & E Energy Marketing Inc.

800002843568--5

-04/19/99--01055--014

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Thanks, Melanie

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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. LG&E Energy Marketing 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. Oklahoma
(State or country under the law of which it is incorporated)

3. 73-1226067
(FEI number, if applicable)

4. April 18, 1984
(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. 220 West Main Street, Louisville, Kentucky 40202

(Current mailing address)

8. Transmission of Natural Gas.
(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)

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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

Susan J. Metz
(Registered agent's signature) (Officer)

Susan J. Metz, Asst. Sec'y
(Type Name and Title of Officer)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

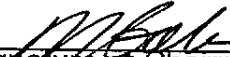
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Martyn Gallus, President
(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
LG&E Energy Marketing Inc.**

1. Martyn Gallus
220 West Main Street
Louisville, Kentucky 40202
2. R. Foster Duncan
220 West Main Street
Louisville, Kentucky 40202
3. Charles A. Marke, III
220 West Main Street
Louisville, Kentucky 40202
4. John R. McCall
220 West Main Street
Louisville, Kentucky 40202

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

**Officers of
LG&E Energy Marketing Inc.**

-
1. Martyn Gallus, President
220 West Main Street
Louisville, Kentucky 40202
 2. R. Foster Duncan, Senior Vice President
220 West Main Street
Louisville, Kentucky 40202
 3. Charles A. Marke, III, Vice President and Treasurer
220 West Main Street
Louisville, Kentucky 40202
 4. S. Bradford Rives, Vice President and Controller
220 West Main Street
Louisville, Kentucky 40202
 5. John R. McCall, Secretary
220 West Main Street
Louisville, Kentucky 40202

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING
DOMESTIC CORPORATION

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of corporations to transact business in this state and am the proper officer to execute this certificate.

I FURTHER CERTIFY that LG&E ENERGY MARKETING INC. whose registered agent is The Corporation Company with its registered office at 735 First National Building, Oklahoma City, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

99 APR 19 PM 12:00

DIVISION OF CORPORATIONS



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City, this 6th day of April, 1999.

Mike Hunter
Secretary of State

By: Wendell Ablesley