

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Wisconsin Gas Company

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following

Ronald Zemlicka

(Name of Person)

Wisconsin Gas Company

(Firm/Company)

626 E. Wisconsin Avenue

(Address)

Milwaukee, WI 53202

(City/State/Zip)

100002877371--0
-05/17/99--01109--003
*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

Ronald Zemlicka

(Name of Person)

at

(414) 291-6660

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Wisconsin Gas Company
626 East Wisconsin Avenue
Milwaukee, WI 53202

Writer's Direct Line
(414) 291-6663

Fax Number
(414) 291-6672

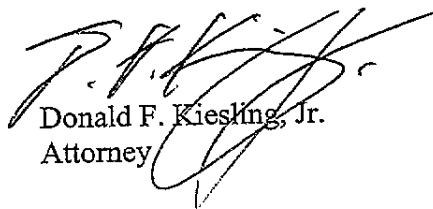
May 11, 1999

Florida Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find a completed Application by Foreign Corporation For Authorization to Transact Business in Florida for Wisconsin Gas Company. Also enclosed is a \$70.00 filing fee. If you have any questions or concerns regarding this matter, please feel free to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "D. F. Kiesling, Jr.", written over the typed name and title.

Donald F. Kiesling, Jr.
Attorney

Enclosures

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. WISCONSIN GAS 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. Wisconsin

(State or country under the law of which it is incorporated)

3. 39-0476515

(FEI number, if applicable)

4. March 9, 1852

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 11/1/98

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 626 EAST WISCONSIN AVENUE

MILWAUKEE WI 53202

(Current mailing address)

8. lease water heaters

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street 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)

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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)

- Francis P. Regan
Assistant Secretary

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P. O. Box NOT acceptable)

Chairman: _____ See attachment _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____ See attachment _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. James J. Monnat, Treasurer
(Typed or printed name and capacity of person signing application)

Wisconsin Gas Company Directors

Wendell F. Bueche
3900 S. Mission Hills Road, apt. 501
Northbrook, IL 60062

Willie D. Davis
7352 Vista Del Mar Lane
Playa Del Rey, CA 90292

Jere D. McGaffey
12852 N. W. Shoreland Drive, 28 W
Mequon, WI 53092

Daniel F. McKeithan, Jr.
7975 N. Range Line Road
Milwaukee, WI 53217

Guy A. Osborn
9364 N. Lake Drive
Bayside, WI 53217

Stuart W. Tisdale
7644 N. Beach Drive
Fox Point, WI 53217

Essie Whitelaw
11820 N. Bridgewater Drive
Mequon, WI 53092

William B. Winter
3450 Riviera Lakes Court
Bonita Springs, FL 34134-2660

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Wisconsin Gas Company Officers

| | |
|--|---|
| Chairman | George E. Wardeberg* 9701 N. Columbia Drive Mequon, WI 53092 |
| Vice Chairman | Thomas F. Schrader* 3048 W. Hidden Lake Road Mequon, WI 53092 |
| President and Chief Executive Officer | Bronson J. Haase 6948 N. Wildwood Point Hartland, WI 53029 |
| Senior Vice President and Chief Financial Officer | Joseph P. Wenzler 10056 N. Range Line Road Mequon, WI 53092 |
| Senior Vice President | James F. Schott 10210 N. Trillium Road Mequon, WI 53092 |
| Senior Vice President-Marketing and Strategic Planning | Robert E. Puissant 1335 S. 78 Avenue Omaha, NE 68124 |
| Vice President-Corporate Relations and Secretary | Robert A. Nuernberg 427 W. Zedler Lane Mequon, WI 53092 |
| Vice President-Performance Development and Shared Service | Wallace E. Zeddun 3290 Applegate Lane Brookfield, WI 53005 |
| Treasurer | James J. Monnat 5760 N. Kent Avenue Whitefish Bay, WI 53217 |
| Vice President-Finance/ Information Technology | Joan K. Givler 13040 W. Hawthorne Avenue New Berlin, WI 53151 |

* Denotes being a director of the Company

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TALLAHASSEE FLORIDA

DOM
180 181 185

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

WISCONSIN GAS COMPANY

is a domestic corporation organized under the laws of this state and that its date of incorporation is
MARCH 27, 1852.

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I further certify that corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on April 6, 1999.

RICHARD L. DEAN, Secretary
Department of Financial Institutions



BY: Patricia Weber

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.