

F99000002706



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 236847 4806702

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 70.00

ORDER DATE : May 11, 1999

300002886253--7

ORDER TIME : 1:25 PM

ORDER NO. : 236847-005

CUSTOMER NO: 4806702

CUSTOMER: Schubert Leveille, Legal Asst
Metromedia Company
One Meadowlands Plaza

East Rutherford, NJ 07073

FOREIGN FILINGS

NAME: METROMEDIA ENERGY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
99 MAY 25 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAY 25 PM 2:28
DIVISION OF CORPORATION

APR 25 1999

**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. Metromedia Energy, 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. New Jersey
(State or country under the law of which it is incorporated)
3. 22-3499604
(FEI number, if applicable)
4. December 7, 1995
(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 817.155, F.S.))
7. _____
6 Industrial Way, Eatontown, New Jersey 07724
(Current mailing address)
Retail sale of natural gas and electricity
8. _____
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(Zip Code)

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.

Corporation Service Company
By: Cassandra Autone
(Registered agent's signature)

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.

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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 attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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. _____

Mitchell J. Stier, Assistant Secretary

(Typed or printed name and capacity of person signing application)

SECRET
MAY 25 11 23 AM '68
FALLA RICHES, FLORIDA
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METROMEDIA ENERGY, INC.

DIRECTORS LIST

John W. Kluge
Stuart Subotnick
Arnold L. Wadler
Silvia Kessel
Harvey N. Morris
Scott Spiewak

OFFICERS LIST

Business Address

Metromedia Energy, Inc.
6 Industrial Way
Eatontown, NJ 07724

***Business Address**

c/o Metromedia Company
One Meadowlands Plaza
East Rutherford, NJ 07073

.Business Address

c/o Metromedia Company
215 East 67th Street
New York, NY 10038

<u>Name</u>	<u>Title</u>
Harvey Morris	President
.Stuart Subotnick	Executive Vice President
Laurence Morris	Chief Financial Officer
*Arnold L. Wadler	Senior Vice President, Secretary and General Counsel
*Robert A. Maresca	Senior Vice President and Treasurer
.Silvia Kessel	Senior Vice President
*Steven J. Joffe	Vice President - Tax
*David Gassler	Vice President and Controller
*Kenneth Wolk	Vice President – Internal Audit
Jonathan Morris	Vice President – Business Development
Scott Spiewak	Vice President and Counsel
*Mitchell J. Stier	Assistant Secretary

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TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

METROMEDIA ENERGY, INC.
With the Previous or Alternate Name
CPM ENERGY, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on December 7, 1995.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Laurence S Morris
6 Industrial Way
Eatontown, NJ 07724

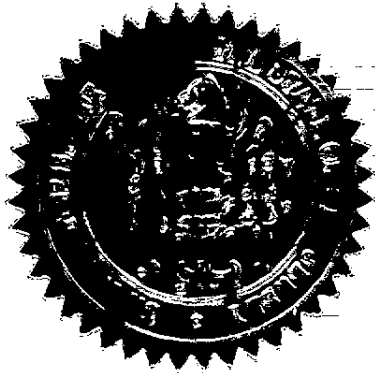
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

METROMEDIA ENERGY, INC.
With the Previous or Alternate Name
CPM ENERGY, INC.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
12th day of May, 1999



James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA