

LAW FIRM

BLACKWELL SANDERS PEPER MARTIN
LLP

2300 MAIN STREET SUITE 1000 KANSAS CITY, MO 64108
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BARBARA R. SCHULTZ
DIRECT: (816) 983-8701

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F99000004410
January 3, 2001

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

500003528905--2
-01/09/01--01013--011
*****35.00 *****35.00

Re: GPU Generation Services - Pasco, Inc.

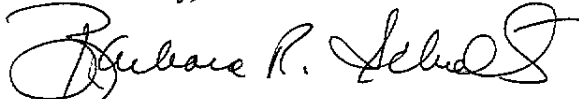
Dear Clerk:

Enclosed you will find the Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida for the above-referenced corporation. Along with the Application I have enclosed the Certificate of Good Standing from Delaware along with our firm's check in the amount of \$35.00 for the filing fee.

Please file and return a copy of the file-stamped evidence to me in the enclosed, self-addressed stamped envelope.

If you should have any questions, please feel free to give me a call at the above number.

Sincerely,



Barbara R. Schultz
Paralegal

Enclosures

cc: Deborah Feder, Esq.

FILED
01 FEB -7 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

KC-825103-1

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February 2, 2001

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

Re: GPU Generation Services - Pasco, Inc.

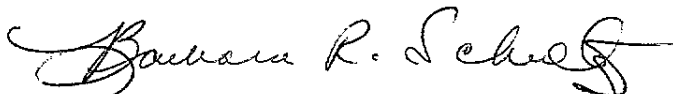
Dear Clerk:

Enclosed you will find the Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida for the above-referenced corporation. Along with the Application I have enclosed the Certificate of Good Standing from Delaware. I have previously sent our firm's check in the amount of \$35.00 for the filing fee.

Please file and return a copy of the file-stamped evidence to me in the enclosed, self-addressed stamped envelope.

If you should have any questions, please feel free to give me a call at the above number.

Sincerely,



Barbara R. Schultz
Paralegal

Enclosures

cc: Deborah Feder, Esq.

KC-825103-1



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 11, 2001

BARBARA R. SCHULTZ
BLACKWELL SANDERS PEPER MARTIN LLP
P.O. BOX 419777
KANSAS CITY, MO 64141-6777

SUBJECT: GPU GENERATION SERVICES - PASCO, INC.
Ref. Number: F99000004410

We have received your document for GPU GENERATION SERVICES - PASCO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 601A00001866



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 2001

BARBARA R. SCHULTZ
BLACKWELL SANDERS PEPER MARTIN LLP
P.O. BOX 419777
KANSAS CITY, MO 64141-6777

SUBJECT: GPU GENERATION SERVICES - PASCO, INC.
Ref. Number: F99000004410

We have received your document for GPU GENERATION SERVICES - PASCO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The new corporate name for the State of Florida must be identical to the name on the certificate and amendment from the State of Delaware. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 001A00004445

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
01 FEB -7 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. GPU Generation Services - Pasco, Inc.

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: 8/25/99

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?

12/22/2000

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

Aquila Generation Services-Pasco, Inc.

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

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



Signature
Name and Title

January 3, 2001

Date

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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 "GPU GENERATION SERVICES - PASCO, INC.", CHANGING ITS NAME FROM "GPU GENERATION SERVICES - PASCO, INC." TO "AQUILA GENERATION SERVICES-PASCO, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT 2 O'CLOCK P.M.



Harriet Smith Windsor

Secretary of State

3025013 8100

AUTHENTICATION: 0921977

010028482

DATE: 01-18-01

**STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION**

- **First:** That by unanimous written consent of the Board of Directors of GPU Generation Services - Pasco, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendments to be advisable and requesting approval by the stockholders of said corporation for consideration of the amendments. The resolution setting forth the proposed amendment is as follows:
Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

"First: The name of the corporation (hereinafter called the "Corporation") is
Aquila Generation Services-Pasco, Inc."

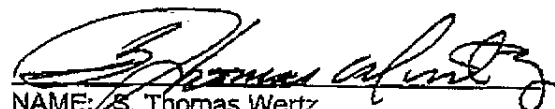
- **Second:** That thereafter, pursuant to resolution of its Board of Directors, written consent of the sole stockholder of said corporation was received in accordance with Section 228 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

DEC.22.2000 10:27AM

BSPM KC 11 SO

NO.141 P.9

BY:



NAME: S. Thomas Wertz
TITLE: Vice President