

# F99000004610

## Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-09/07/99--01051--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00  
200002979322--9  
-09/07/99--01051--023  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

CORPORATION(S) NAME

CMS Marketing, Services and Trading Company

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| <input type="checkbox"/> Nonprofit                 |   |   |
| <input checked="" type="checkbox"/> Foreign        | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                       | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                  |   |   |

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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

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BK 9/7/99

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RECEIVED  
99 SEP -7 AM 10:59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# 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. CMS Marketing, Services and Trading 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. Michigan  
(State or country under the law of which it is incorporated)

3. 38-3320677  
(FEI number, if applicable)

4. October 17, 1996  
(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. Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn,  
Michigan 48126  
(Current mailing address)

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8. See attached purpose clause  
(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

Claudia L. Saari

(Registered agent's signature) (Officer)

Claudia L. Saari, Asst. Secretary

(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: Victor J. Fryling  
Address: Fairlane Plaza South, Suite 1100, 330 Town  
Center Drive  
Dearborn, Michigan 48126

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Preston D. Hopper  
Address: Fairlane Plaza South, Suite 1100, 330 Town  
Center Drive  
Dearborn, Michigan 48126

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. \_\_\_\_\_

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

14. \_\_\_\_\_

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

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

**Purpose Clause of  
CMS Marketing, Services and Trading Company**

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To engage in any lawful act or activity for which corporations may be organized including, but not limited to, offering electric energy to commercial and industrial customers, as well as related services. These services would be in areas of consulting, construction and maintenance.

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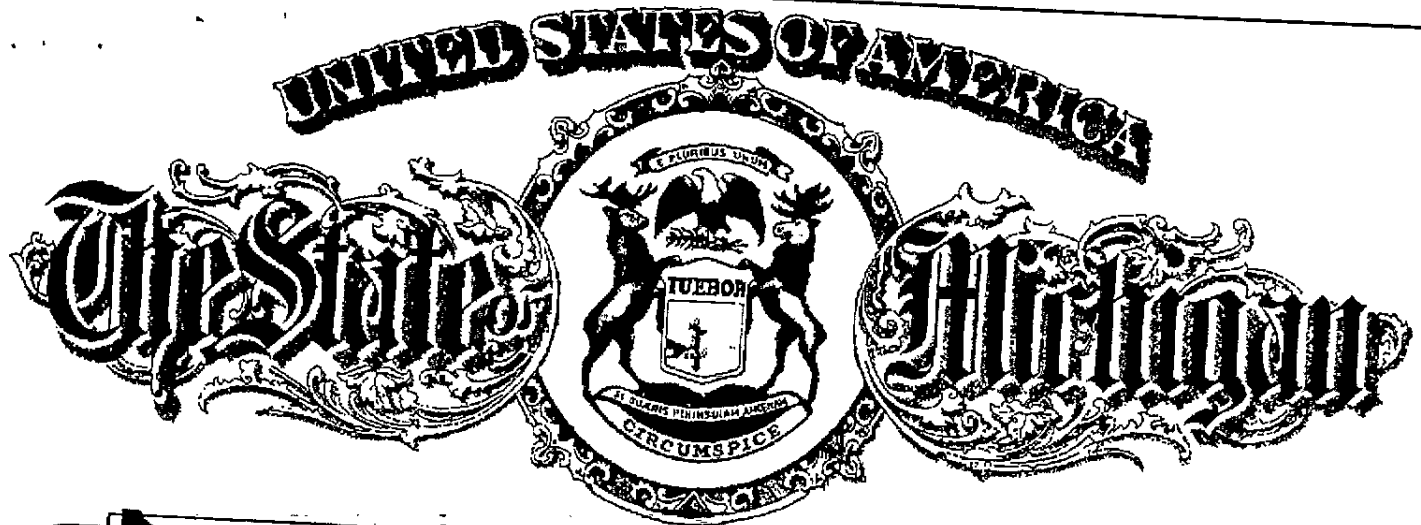
Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
CMS Marketing, Services and Trading Company**

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1. Victor J. Fryling, Chairman of the Board, President and CEO  
Fairlane Plaza South, Suite 1100, 330 Town Center Drive  
Dearborn, Michigan 48126
2. Preston D. Hopper, Vice President and Chief Accounting Officer  
Fairlane Plaza South, Suite 1100, 330 Town Center Drive  
Dearborn, Michigan 48126
3. Royal P. Lefere, Jr., Vice President  
Fairlane Plaza South, Suite 1100, 330 Town Center Drive  
Dearborn, Michigan 48126
4. David B. Geyer, Vice President  
Fairlane Plaza South, Suite 1100, 330 Town Center Drive  
Dearborn, Michigan 48126
5. Belinda M. Foxworth, Vice President and General Counsel  
Fairlane Plaza South, Suite 1100, 330 Town Center Drive  
Dearborn, Michigan 48126
6. Terry A. Woolley, Controller  
Fairlane Plaza South, Suite 1100, 330 Town Center Drive  
Dearborn, Michigan 48126
7. Joyce H. Norkey, Secretary  
212 West Michigan Avenue  
Jackson, Michigan 49201
8. Philip L. Bickel, Assistant Secretary  
212 West Michigan Avenue  
Jackson, Michigan 49201
9. Scott J. McFerren, Assistant Treasurer  
Fairlane Plaza South, Suite 1100, 330 Town Center Drive  
Dearborn, Michigan 48126
10. Laura L. Mountcastle, Vice President and Treasurer  
Fairlane Plaza South, Suite 1100, 330 Town Center Drive  
Dearborn, Michigan 48126
11. Paul A. Stadnikia, Assistant Treasurer  
Fairlane Plaza South, Suite 1100, 330 Town Center Drive  
Dearborn, Michigan 48126

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

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This is to Certify That

CMS MARKETING, SERVICES AND TRADING COMPANY

was validly incorporated on October 17, 1996, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 27th day of August, 1999.

Julie Croll

, Director

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Corporation, Securities and Land Development Bureau