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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

900003051839--4
-11/22/99--01135--014
*****70.00 *****70.00

Enron Communications Leasing Corp.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

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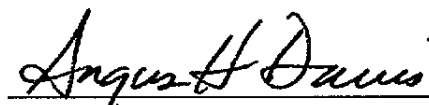
Enron Communications, Inc.
210 SW Morrison Street
Suite 400
Portland, Oregon 97204

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CONSENT TO USE OF NAME

Enron Communications, Inc. ("Company"), a corporation organized under the laws of the State of Oregon, hereby consents to the use of the name Enron Communications Leasing Corp., a corporation organized under the laws of the State of Nevada in the qualification to do business in the any jurisdiction in which the Company is currently authorized to do business.

IN WITNESS WHEREOF, the said Company has caused this consent to be executed by its Vice President and Secretary this 24th day of August, 1999.



Angus H. Davis
Vice President and Secretary

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:

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1. Enron Communications Leasing Corp.

(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. Nevada

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

3. 76-0611232

(FEI number, if applicable)

4. July 12, 1999

(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. 210 SW Morrison Street, Suite 400, Portland, Oregon 97204

(Current mailing address)

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

Victor Alfano

(Registered agent's signature) (Officer)

VICTOR ALFANO
ASSISTANT 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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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DIVISION OF CORPORATIONS
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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. Geneva K. Holland, Assistant Secretary

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

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Directors, Officers Report

Enron Communications Leasing Corp.

DIRECTORS

Joseph M. Hirko Director

OFFICERS

Joseph M. Hirko	Co-Chairman and Co-Chief Executive Officer
Steven N. Elliott	Vice President, Finance and Administration
C. Kevin Garland	Vice President
Kevin A. Howard	Vice President, Finance and Chief Financial Officer
Todd J. Henne	Controller
Steven F. McCarrel	Assistant Secretary
David M. DeGabriele	Assistant Treasurer

Primary Address: 210 SW Morrison Street
Suite 400
Portland, Oregon 97204

DIRECTORS

James V. Derrick, Jr. Director
Kenneth D. Rice Director

OFFICERS

Kenneth D. Rice	Co-Chairman and Co-Chief Executive Officer and President
Angus H. Davis	Vice President and Secretary
Robert J. Hermann	Vice President and General Tax Counsel
David M. Leatherwood	Vice President
Jeffrey McMahon	Vice President and Treasurer
Peggy B. Menchaca	Vice President and Assistant Secretary
Kristina M. Mordaunt	Vice President, General Counsel and Assistant Secretary
Elaine V. Overturf	Deputy Corporate Secretary
Kate B. Cole	Assistant Secretary
Geneva K. Holland	Assistant Secretary

Primary Address: 1400 Smith Street
Houston, Texas 77002

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

**Purpose Clause of
Enron Communications Leasing Corp.**

North American Industry Classification System (NAICS) - Machinery &
Equipment Finance Leasing: Commerical & Industrial Machinery and
Equipment Rental & Leasing.

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ENRON COMMUNICATIONS LEASING CORP.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 12, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 18, 1999.



Dean Heller

Secretary of State

By *Dean E. Dwyer*

Certification Clerk