Florida Department of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32399

700003389737--5 -09/12/00--01045--002 ****125.00 *****125.00

Greetings:

Enclosed are the following:

- 1. Application of Energy Transfer Group, L.L.C. for authorization to do business in Florida;
- Certificate designating registered agent/registered office;
- 3. Check in the amount of \$125.00 for registration of these instruments;
- 4. An original certificate of existence of Energy Transfer Group, L.L.C.

If these are accepted, kindly return a letter of acknowledgement at your earliest convenience.

Sincerely,

Mike Warren, for Energy Transfer Group, L.L.C.

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: TRANSFER GROUP, L.L.C.
(Name of foreign limited liability company) (Jurisdiction under the law of which foreign limited liability SEPTEMBER 30, ZOZS (Duration: Year limited liability company will cease to (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) (Street address of principal office) 8. If limited liability company is a manager-managed company, check here 9. The usual business addresses of the managing members or managers are as follows: J 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: ENERGY DENELOPMENT. Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) WARREN Typed or printed name of signee

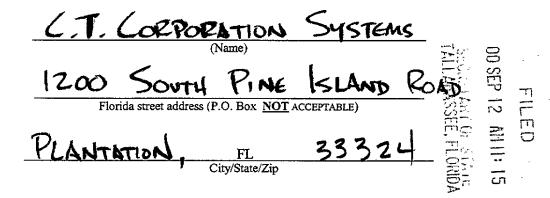
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ENERGY TRANSFER GROUP, L.L.C.

2. The name and the Florida street address of the registered agent and office are:



Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Rand a Sulley FARETA SHELLEY SPECIAL ASSISTANT SECRETARY

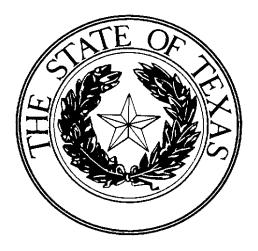
\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)



IT IS HEREBY CERTIFIED that Articles of Organization of

ENERGY TRANSFER GROUP, L.L.C. File No. 7014427-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 1, 2000.

Elton Bomer Secretary of State

DAE