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Westcoast Energy

Westcoast Energy Inc.  
1333 West Georgia Street  
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Canada V6E 3K9  
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Senior Legal Assistant  
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September 21, 2001

**BY COURIER**

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-10/01/01--01006--015  
\*\*\*155.00 \*\*\*155.00

Attention: Filing Department

Dear Sirs/Mesdames:

**Re: WEI Financial Services LLC ("Financial") and WEI Management Holdings LLC ("Management") (collectively the "LLC's") Florida Registrations**

Please find enclosed the following documents of the LLCs for filing:

1. State of Florida - Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida for Financial, evidencing the name change to WEI Management Holdings LLC.
2. Certificate of Good Standing for Management from the State of Delaware.
3. Westcoast Energy Inc.'s cheque #003117 for USD \$25.00 to cover the cost of the amendment filing fee.
4. State of Florida - Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Financial.
5. Certificate of Good Standing for Financial from the State of Delaware.
6. Westcoast Energy Inc.'s cheque #003115 for USD \$155.00 to cover the cost of the application filing fee.
7. Westcoast Energy Inc.'s cheque #003131 for USD \$30.00 to cover the cost of obtaining a certified copy of the application.
8. Letter requesting cancellation of the Designation for Registered Agent and Registered Office for Alien Business Organization or Foreign Corporation for WEI Capital LLC along with cheque to cover the fee of cancellation.

FILED  
01 SEP 28 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FF \$125  
CC 30

Kindly file the attached and provide me with a faxed copy of the filed documents when they become available to fax #604-691-5883. The original documentation may follow via mail.

Please call me if you have any questions with respect to this matter. Thank you.

Yours very truly,



Leigh A. Hodgins,  
Senior Legal Assistant

\*LAH/sf  
Enclosures

FILED  
01 SEP 28 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. WEI Financial Services LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 51-0409257  
(FEI number, if applicable)
4. March 2, 2001  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Registration  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. CT Corporation System, 1200 South Pine Island Road,  
Plantation, Florida 33324  
(Street address of principal office)

FILED  
01 SEP 28 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

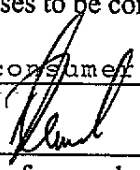
8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Murray P. Birch - 1333 West Georgia Street, Vancouver, BC V6E 3K9  
David G. Unruh - 1333 West Georgia Street, Vancouver, BC V6E 3K9  
Graham M. Wilson - 1333 West Georgia Street, Vancouver, BC V6E 3K9

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: Holder and funder  
of financing of consumer and commercial purchases.

  
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.)

David G. Unruh

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:

WEI Financial Services LLC


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

CT Corporation System  
(Name)

1200 South Pine Island Road  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324  
City/State/Zip

*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..*

  
(Signature)  
**Jack Caskey, Asst. Vice President**

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

FILED  
01 SEP 28 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEI FINANCIAL SERVICES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3363138 8300

AUTHENTICATION: 1334148

010445704

DATE: 09-07-01