

CT CORPORATION SYSTEM

CORPORATION(S) NAME

MD100000002769

TXU Energy Solutions Management Company LLC;

~~TXU Energy Solutions Company LP~~

200004724002--4  
12/13/01 04021--029  
\*\*\*125.00 \*\*\*125.00

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|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input 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 checked="" type="checkbox"/> LLC      | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
| Registration                                 | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input 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            |   |   |

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/13/01

Order#: 4920712

Reff#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

103121  
12/13/01

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

660 East Jefferson Street  
Tallahassee, FL 32304  
Tel. 850 222 1092  
Fax 850 222 7615

FILE FIRST

**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:*

- 1. TXU Energy Solutions Management Company LLC  
(Name of foreign limited liability company)
- 2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. Applied for  
(FEI number, if applicable)
- 4. 11/05/2001  
(Date of Organization)
- 5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. Upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 1601 Bryan Street, Dallas, TX 75201  
(Street address of principal office)

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

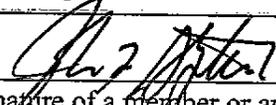
9. The usual business addresses of the managing members or managers are as follows:

SEE ATTACHMENT

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
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 AND  
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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 related retail and marketing

  
 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.)  
John F. Stephens, Jr. - Assistant Secretary

TXU Energy Solutions Management Co.  
 LLC (Member)  
 TXU Energy Company, LLC (Member)  
 TXU Electric Company  
 John F. Stephens, Asst. Secretary

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*Attachment*

List of Managers

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BRIAN N. DICKIE	1601 Bryan Street Dallas, TX 75201
H. JARRELL GIBBS	1601 Bryan Street Dallas, TX 75201
MICHAEL J. MCNALLY	1601 Bryan Street Dallas, TX 75201
ERLE NYE	1601 Bryan Street Dallas, TX 75201
PHILIP G. TURBERVILLE	1601 Bryan Street Dallas, TX 75201
R. A. WOOLDRIDGE	1601 Bryan Street Dallas, TX 75201

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

TXU Energy Solutions Management Company LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

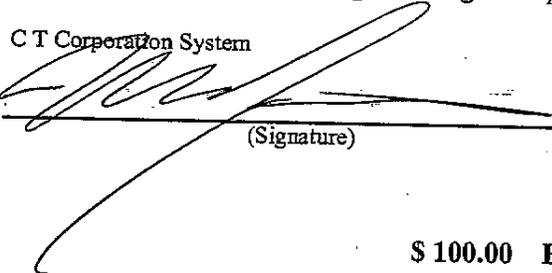
Plantation

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.*

C T Corporation System

By: 

(Signature)

Michael E. Jones  
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)

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TALLAHASSEE, FLORIDA

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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 "TXU ENERGY SOLUTIONS MANAGEMENT COMPANY 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 NINETEENTH DAY OF NOVEMBER, A.D. 2001.

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

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

3453285 8300

AUTHENTICATION: 1452951

010583811

DATE: 11-19-01