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#### : CT CORPORATION

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SEURETARY OF STATE TALLAHASSEE, FLORIDA

October 29, 2002

Secretary of State, Florida 409 East Gaines Street N/A

Tallahassee FL 32399

Re: Order #: 5710305 SO

Customer Reference 1: Customer Reference 2:

Dear Secretary of State, Florida:

-Please file the attached:

Texas MPower Systems LLC (TX)

Registration

Florida

Today Please 2:30 Run

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland Fulfillment Specialist Melanie\_Strickland@cch-lis.com

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

P. 02/02

## OCT-28-02 MON 03:38 PM . COATS ROSE FAX NO. 281 990 9484 P. 02/ TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTED	RAFOREIGNILED
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:	02 OCT 29 PM 1:
1. Texas Mpower Systems, L.L.C. (Name of foreign limited liability company)	
	JEUNE LARY OF STA TALLAHASSEE, FLOR
2. Taxas (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)	
4. 10/24/02 5. Perpetual	
(Date of Organization) (Duration: Year limited liability company will cea exist or "perpetual")	s# to
6. 10/30/02	
(Date first transacted business in Florida. (See sections 608.501, 608.502, and \$17.155, F.S.)	
7. 2769 S.E. Monroe Street. Stuart. EL 34997	·
(Street address of principal office)	
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:	<i>:</i>
Carald L. Campbell 2769 S.E. Monroe Strent. Stungt, FL 34997	-
Michael R. Stewart 2769 S.E. Monroe Street, Stuart, FL 34997	
Daniel J. O'Hare 2769 S.E. Monroe Street, Stuart, FL 34997	
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a fixetign lang translation of the certificate under outh of the translator must be submitted.)	
11. Nature of business or purposes to be conducted or promoted in Florida: Assembly of mobile	·
power units.	
Wan M. O'Han =	•
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 populity of perjuty that the facts stated herein are true.)	
Daniel J. O'Hare. President and CFO  Typed or printed name of signec	

#### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

1. The name of the Limited Liability Company is:

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

	Texas Mpower Syste	ms, L.L.C.		,		
	<del></del>					
2. The name a	nd the Florida street address	s of the registered	agent and offic	e are:	~	
C T Corporation System (Name)						
		(Name)				
	1200 South Pine I					
	Florida street address (P.O. Box NOT ACCEPTABLE)					
	Plantation	FL	33324	<i>.</i>		
•		City/State/Zip				
liability compar agent and agree relating to the p	amed as registered agent and my at the place designated in a e to act in this capacity. I fur proper and complete perform my position as registered agen	this certificate, I he ther agree to comp ance of my duties, a	reby accept the ly with the provi and I am familia	appointment as reg isions of all statute r with and accept 1	zistered s	
Connie Bryar	(Signature) n, Special Asst. Secy.	=				

\$ 100.00 Filing Fee for Application

\$ 30.00

5.00

\$ 25.00 Designation of Registered Agent Certified Copy (optional)

Certificate of Status (optional)

Corporations Section P.O.Box 13697 'Austin, Texas 78711-3697



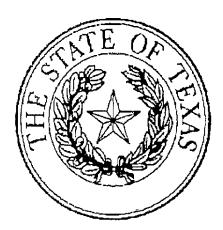
### Office of the Secretary of State

Gwyn Shea Scene Free By 02 OCT 29 PM 1: 31 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Organization for Texas Mpower Systems, L.L.C. (filing number: 800136779), a Domestic Limited Liability Company (LLC), was filed in this office on October 24, 2002.

It is further certified that the entity status in Texas is active.

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 October 28, 2002.



Gwyn Shea Secretary of State