

CT CORPORATION SYSTEM

M99000001913

811 Dallas Avenue
Suite 1500
Houston, TX 77002
Tel. 713 658 9486
Fax 713 658 9720

November 30, 1999

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100003060631--2
-12/03/99--01100--005
****125.00 ****125.00

RE: Citrus City Properties, LLC

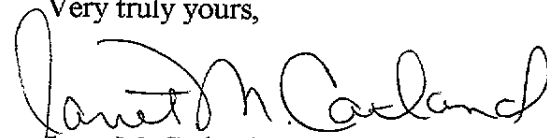
Dear Madam/Sir:

Pursuant to the request of counsel, we enclose for filing the necessary documents to qualify the above limited liability company in your state, along with a check in payment of your fee. The document should be filed upon receipt.

Evidence of the filing should be forwarded to my attention by the self-addressed, stamped envelope enclosed for your convenience.

Thank you for your assistance in this matter.

Very truly yours,


Janet M. Catland
Customer Specialist

/jmc
Enclosure
e-mail: janet_catland@cch-lis.com

FILED
99 DEC -3 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LB
12-7-99

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. CITRUS CITY PROPERTIES, LLC
(Name of foreign limited liability company)

2. DELAWARE 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. OCTOBER 15, 1999 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. HAS NOT YET TRANSACTED BUSINESS IN FLORIDA - upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1177 WEST LOOP SOUTH, SUITE 900, HOUSTON, TEXAS 77027
(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:

TRACTEBEL PROJECT DEVELOPMENT, INC.
1177 WEST LOOP SOUTH, SUITE 900
HOUSTON, TEXAS 77027

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: DEVELOPMENT, CONSTRUCTION
AND OPERATION OF NATURAL GAS-FIRED COMBINED CYCLE GENERATION FACILITIES

TRACTEBEL PROJECT DEVELOPMENT, INC.
BY: TIMOTHY R. DUNNE
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.)
TIMOTHY R. DUNNE, VICE PRESIDENT & SECRETARY
Typed or printed name of signee

99 DEC -3 AM 9:12
FILED
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:

CITRUS CITY PROPERTIES, 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)

**VICTOR ALFANO
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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CITRUS CITY PROPERTIES, 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 FIFTEENTH DAY OF OCTOBER, A.D. 1999.

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

FILED
99 DEC -3 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3111899 8300

991437795

0028994

AUTHENTICATION:

10-15-99

DATE: