



P 41043

FILED
01 MAR 12 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 066795 7106179

AUTHORIZATION

COST LIMIT

Patricia P. P. P.

ORDER DATE : March 5, 2001

ORDER TIME : 12:21 PM

ORDER NO. : 066795-010

CUSTOMER NO: 7106179

CUSTOMER: Ms. Ellen Conti
Pg&e Corporation
Suite 2400
One Market, Spear Tower
San Francisco, CA 94105

900003831099--2

FOREIGN FILINGS

NAME: PG&E SHAREHOLDINGS, INC.

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught -- EXT# 1134

EXAMINER: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 12 PM 2:29
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

N.C.
G. COULLIETTE MAR 12 2001

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

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1. PG&E Shareholdings, Inc.

Name of corporation as it appears on the records of the Department of State.

2. California

Incorporated under laws of

3. October 10, 1992

Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 4, 2001

5. PG&E National Energy Group Holdings Corporation

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

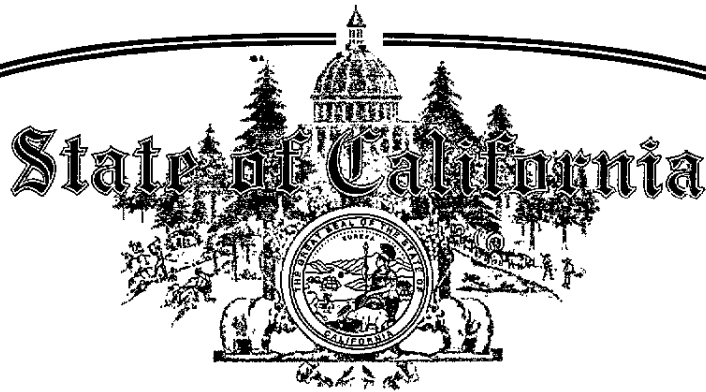
New Jurisdiction


Signature

February 15, 2001
Date

Eric Montizambert
Typed or printed name

Assistant Secretary
Title



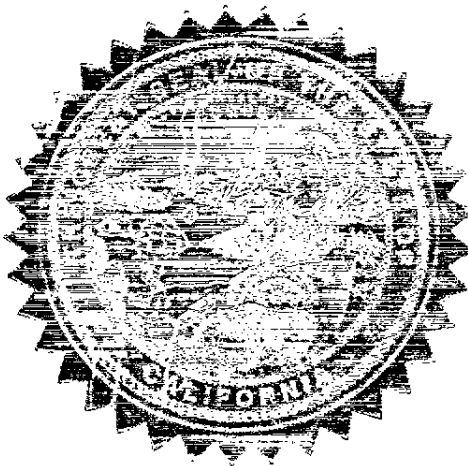
SECRETARY OF STATE

CERTIFICATE OF FILING

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **4th day of January, 2001**, there was filed in this office an amendment changing the corporation name from **PG&E SHAREHOLDINGS, INC.**, a California corporation, to **PG&E NATIONAL ENERGY GROUP HOLDINGS CORPORATION**

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 7, 2001.



Bill Jones
BILL JONES
Secretary of State

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