



P41043

FILED
01 AUG 27 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 443783 7106179

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 35.00

ORDER DATE : August 24, 2001

withdrawal

ORDER TIME : 9:22 AM

ORDER NO. : 443783-005

800004557048--0

CUSTOMER NO: 7106179

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

FOREIGN FILINGS

NAME: PG&E NATIONAL ENERGY GROUP
HOLDINGS CORPORATION

XX CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF STATUS

CONTACT PERSON: Susie Knight - EXT# 1156

EXAMINER:

NR

8/27/01

RECEIVED
01 AUG 27 AM 9:39
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

PG&E National Energy Group Holdings Corporation
(Name of Corporation)

California
(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

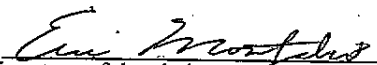
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

7500 Old Georgetown Road, 13th Floor
(Mailing Address)

Bethesda, MD 20814-6161
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

 Assistant Secretary
Signature of the chairman or vice chairman of the board, Title
president, or any officer.

Eric Montizambert August 20, 2001
Typed or printed name Date