



THE UNITED STATES
CORPORATION
COMPANY

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FILED

99 JUN 10 PM 12:18

ACCOUNT NO. : 072100000032

REFERENCE : 269308 5057479

AUTHORIZATION :

COST LIMIT : \$ 70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Piggitt

ORDER DATE : June 9, 1999

ORDER TIME : 10:37 AM

ORDER NO. : 269308-005

CUSTOMER NO: 5057479

100002900581--5

CUSTOMER: Ms. Carol Peterson
NEW CENTURY ENERGIES
NEW CENTURY ENERGIES
1225 17th Street
Suite 439
Denver, CO 80202

DOMESTIC FILING

NAME: E PRIME FLORIDA, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PH 6/10/99✓
(3)

RECEIVED
99 JUN 10 AM 11:26
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE
REGISTRATION

ARTICLES OF INCORPORATION

OF

E PRIME FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned individual, acting as incorporator pursuant to the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation for the purpose of organizing a for-profit corporation under the Act:

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is:

e prime Florida, Inc.

SECOND: The street and mailing address of the principal office of the Corporation is: 1099 18th Street, Suite 3000, Denver, Colorado 80202.

THIRD: The Corporation shall be authorized to issue up to ten thousand (10,000) shares of common stock, \$0.01 par value per share.

FOURTH: The names and addresses of the initial directors of the Corporation are as follows:

Ben G. S. Fowke III 1099 18th Street, Suite 3000, Denver, CO 80202

Richard C. Kelly 1225 17th Street, Suite 900, Denver, CO 80202

Kelly J. Krattenmaker 1099 18th Street, Suite 3000, Denver, CO 80202

Ershel C. Redd, Jr. 10497 Town and Country Way, Suite 500, Houston, TX 77024

FIFTH: Cumulative voting shall not be permitted in connection with the election of directors or on any other matter submitted to a vote of the stockholders.

SIXTH: No holder of any shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The Corporation is organized to engage in any lawful business for which corporations may be organized under the Act.

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TALLAHASSEE, FLORIDA

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent (if any) permitted by the Act, as the same may be amended or supplemented from time to time.

ELEVENTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at said registered office is Corporation Service Company.

TWELFTH: The name and address of the incorporator are: Robert C. Montgomery, 1560 Broadway, Suite 1500, Denver, Colorado 80202.

Robert C Montgomery
Robert C. Montgomery, Incorporator

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

CORPORATION SERVICE COMPANY

By: Hunt P.H.
Title: Asst. Vice-President

Date: June 9, 1999