

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

BUSINESS CORPORATION

Corp. I.D. #

95274

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

Tractebel Energy Marketing, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Tractebel Energy Marketing, Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is October 19, 1993 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

C T CORPORATION SYSTEM

Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Energy Marketing. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached list of directors	Director	
	Director	
	Director	
See attached list of officers	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common	(No series)	\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common	(No series)	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 100,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 37,419,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 12,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 2, 19 97

Tractebel Energy Marketing, Inc.
[Exact Corporate Name of Corporation Making Application]

By Philippe van Marcke

Philippe van Marcke

Its President

and

Its Secretary

STATE OF Texas }
COUNTY OF Harris } Sc.

At Houston, in said County on the 2nd day
of May, 19 97, before me personally appeared Philippe van
Marcke, who being by me first duly sworn, declared that
he/she is the President of Tractebel Energy Marketing, Inc.,
that he/she signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Susan Rozman

Notary Public

Susan Rozman

(NOTARIAL SEAL)



TRACTEBEL ENERGY MARKETING, INC.

DIRECTORS

NAME:	HOME ADDRESS:
Robin Leyssens	Camp du Vert Chasseur 71 1180 Brussels Belgium
Jean Dekelver	Legrellelei 14 2600 Berchem Belgium
Jean Vermeire	Karel de Stoutelaan 4b 8000 Brugge Belgium
Philippe van Marcke	4141 Swarthmore Houston, Texas 77005
Wim Heyselberghs	Rechtstraat 97 2570 Duffel Belgium
William P. Utt	6158 Longmont Houston, Texas 77057

TRACTEBEL ENERGY MARKETING, INC.

OFFICERS

NAME:	TITLE:	HOME ADDRESS:
Wim Heyselberghs	Chairman of the Board	Rechstraat 97 2570 Duffel Belgium
Philippe van Marcke	President	4141 Swarthmore Houston, Texas 77005
Bill Coorsh	Senior Vice President	3916 University Boulevard Houston, Texas 77005
George Lyons	Vice President Trading	2614 Cason Houston, Texas 77005
Bob Wilson	Vice President	43 Hove Street North York, Ontario M3H 4Y8
Leo Desjardins	Vice President	380 Corot Nuns Island Montreal, Quebec H3E 1L6 Canada
J. P. Langlois	Vice President	229 Darwin Nuns Island Montreal, Quebec H3E 1C7 Canada
William T. Hamilton, Jr.	Vice President Trading Controller	727 Bunker Hill, #12 Houston, Texas 77024
Timothy R. Dunne	Secretary	2019 Rosalyn Court Sugar Land, Texas 77478
James E. Hammelman	Treasurer	311 Knipp Forest Houston, Texas 77024

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CRSS POWER MARKETING, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 1993, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8458644

DATE:

05-09-97