

ATTACHMENT B

Attached herein is a copy of the Certificate of Authority for Illinois Power Energy, Inc. to transact business in Illinois.

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF ILLINOIS POWER ENERGY, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 10TH day of OCTOBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

SEP 20 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 10-10-00
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Approved: M. J. M.

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Illinois Power Energy, Inc. *MN*

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: September 22, 2000

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located: 1000 Louisiana, Suite 5800, Houston, TX 77002
(b) Address of principal office in Illinois: 2828 North Monroe St., Decatur, IL 62526
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T CORPORATION SYSTEM
First Name Middle Name Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. LaSalle Street
Number Street Suite #
Chicago 60604 Cook
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President <u>Louis Dorey</u>	<u>302 Tamerlaine</u>	<u>Houston</u>	<u>Texas</u>	<u>77024</u>
Secretary <u>John Herbert</u>	<u>8714 Kenner Valley</u>	<u>Houston</u>	<u>Texas</u>	<u>77379</u>
Director <u>Stephen W. Bergstrom</u>	<u>1715 Chestnut Grove Lane</u>	<u>Kingwood</u>	<u>Texas</u>	<u>77345</u>
Director <u>Keeneth E. Randolph</u>	<u>9537 Bayou Brook</u>	<u>Houston</u>	<u>Texas</u>	<u>77063</u>
Director <u>Robert D. Dory, Jr.</u>	<u>5554 Honor Drive</u>	<u>Houston</u>	<u>Texas</u>	<u>77041</u>

If more than 3, attach list

6. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

See attached

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$1.00	1,000	1,000

9. Paid-in Capital: \$ 1,000.00 , 000003
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ -0-
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ -0-
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 330,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 100.00

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 1000 Louisiana Suite 5800
 (b) Number of shares of all classes owned by residents of Illinois: None
 (c) Number of shares of all classes owned by non-residents of Illinois: 1,000 Houston, TX 77002
 (d) Is the corporation transacting business in this state at this time? No.
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: N/A

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated October 6, 2000
 (Month & Day) (Year)
 attested by John C. Herbert
 (Signature of Secretary or Assistant Secretary)
 John C. Herbert, Secretary
 (Type or Print Name and Title)

Illinois Power Energy, Inc.
 (Exact Name of Corporation)
Lisa Q. Metts
 (Signature of President or Vice President)
 by Lisa Q. Metts, Vice President
 (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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 General Corporation Law of the state of Delaware and as permitted under the Illinois Business Corporation Act.