

10-30-2001

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Attorney Docket No.
M202.20-0001

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party:
NorAm Energy Corp.

10-15-01

Individual(s) Association

General Partnership Limited Partnership

Corporation-Delaware Other Explain

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of Conveyance:

Assignment Merger Security Agreement
 Change of Name Other _____

Execution Date: February 2, 1999

2. Name and address of receiving party(ies):

Name: Reliant Energy Resources Corp.

Internal Address: _____

Street Address: 800 LaSalle Avenue

City Minneapolis State Minnesota ZIP 55459-0038

Individual(s) Citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-Delaware _____

Other _____



10-15-2001

U.S. Patent & TMO/TM Mail Rcpt Dt 13

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4A. Application No.(s)

Additional numbers attached? Yes No

4B. Registration No.(s)

1,382,651; 1,341,494; 1,481,086; 1,469,399;
1,450,763; 1,440,834; 1,176,525; 1,176,526; 1,502,442;
2,103,744; 2,139,566

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James L. Young

KINNEY & LANGE, P.A.

Street Address: THE KINNEY & LANGE BUILDING

312 South Third Street

City: Minneapolis State: MN ZIP 55415-1002

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 2.6(b)(6)):.....\$ 290

8. Method of Payment

Enclosed

The Commissioner is authorized to charge payment of any additional recording fees or credit any overpayment to deposit account No. 11-0982. A duplicate copy of this page is enclosed.

DO NOT USE THIS SPACE

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02 FC:482

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

James L. Young

Name of Person Signing


Signature

10/12/01
Date

Total number of pages including cover sheet, attachments and document: [4]

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "NORAM ENERGY CORP.", CHANGING ITS NAME FROM "NORAM ENERGY CORP." TO "RELIANT ENERGY RESOURCES CORP.", FILED IN THIS OFFICE ON THE SECOND DAY OF FEBRUARY, A.D. 1999, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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991041810

AUTHENTICATION: 9554255
DATE: 02-02-99

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REEL: 002392 FRAME: 0180

CERTIFICATE OF AMENDMENT

to the

CERTIFICATE OF INCORPORATION

of

NORAM ENERGY CORP.

NorAm Energy Corp., (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), hereby adopts this Certificate of Amendment (this "Certificate of Amendment"), which amends its Certificate of Incorporation, as described below, and does hereby further certify that:

1. The name of the Corporation is NorAm Energy Corp.

2. The Board of Directors of the Corporation duly adopted a resolution proposing and declaring advisable the amendment to the Certificate of Incorporation as described herein, and the Corporation's sole stockholder duly adopted such amendment, all in accordance with the provisions of Sections 242 and 228 of the DGCL.

3. The amendment to the Certificate of Incorporation effected by this Certificate of Amendment changes the name of the Corporation to Reliant Energy Resources Corp.

4. The Certificate of Incorporation is hereby amended by deleting the text of Article FIRST thereof in its entirety and replacing in lieu thereof the following:

"FIRST: The name of the Company is Reliant Energy Resources Corp. (hereinafter the "Company")."

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed this 2d day of February, 1999.

NORAM ENERGY CORP.

By: 

Name: Richard B. Dauphin
Title: Assistant Secretary