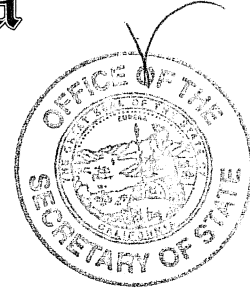




State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

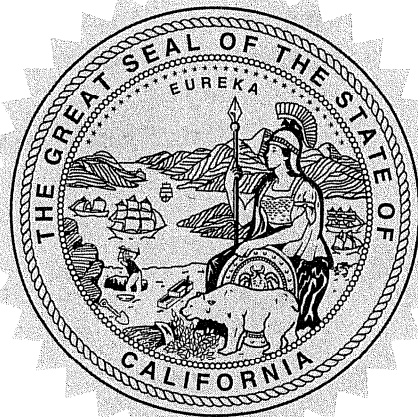
That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 23 2001



Secretary of State



JAN 22 2001

BILL JONES, Secretary of State

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CALIFORNIA INDEPENDENT SYSTEM OPERATOR CORPORATION**

Terry Winter and Charles Robinson certify that:

1. They are the President and the Secretary, respectively, of California Independent System Operator Corporation, a California nonprofit public benefit corporation.

2. The ~~Sixth~~ Article of the articles of incorporation is amended to read in its entirety as follows:

"VI.

A. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

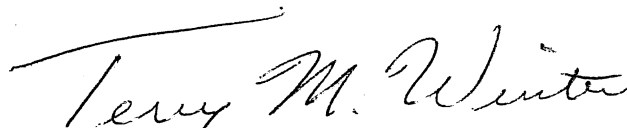
B. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to (i) a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes (and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code), or (ii) a state or local government, for a public purpose."

3. The foregoing amendment to the Articles of Incorporation has been duly approved by the Board of Governors/Directors and approved by the Oversight Board.

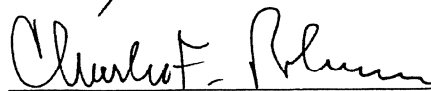
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: January 9, 2001



Terry Winter, President



Charles Robinson, Secretary

