

Department of State.

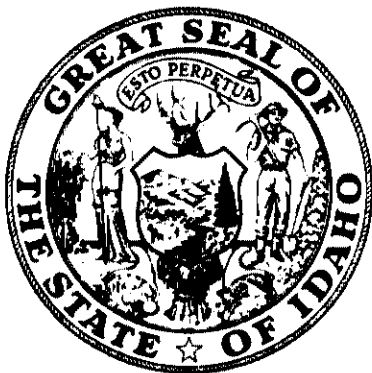
**CERTIFICATE OF REGISTRATION
OF**

MALACHA HYDRO LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MALACHA HYDRO LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to MALACHA HYDRO LIMITED PARTNERSHIP to transact business in this State under the name MALACHA HYDRO LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated December 16, 1938



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Clifford L. Lewis*

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

DEC 16 11 37 AM '88

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is Malacha Hydro Limited Partnership
2. The name which it shall use in Idaho is Malacha Hydro Limited Partnership
3. It is organized under the laws of Maryland
4. The date of its formation is November 9, 1987
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 250 West Pratt Street, Baltimore, Maryland 21201
Att: Constellation Development, Inc.
6. The name and street address of its proposed registered agent in Idaho are Malacha
Power Project, Inc., 1555 Shoreline Drive, Boise, Idaho 83707
7. The general character of the business it proposes to transact in Idaho is:
Administration of hydro-electric facility located in
California
8. The names and addresses of all general partners as well as the names and addresses of those limited partners whose contribution is equal to a greater than 5% of the total contribution of all partners.

Name	General or Limited	Address
<u>Malacha Power</u> <u>Project, Inc.</u>	<u>Both</u>	<u>1555 Shoreline Drive</u> <u>Boise, Idaho 83707</u>
<u>CD Malacha I, Inc.</u>	<u>Both</u>	<u>250 West Pratt Street</u> <u>Baltimore, Maryland 21201</u>
<u>AT&T Credit Corp.</u>	<u>Limited</u>	<u>44 Whippany Road</u> <u>Morristown, New Jersey 07966</u>

(continued on reverse)

8. (Continued)

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership issued by the proper officer of the jurisdiction in which the certificate of limited partnership is filed or recorded.

Dated December 15, 1988.

Malacha Hydro Limited Partnership

By Malacha Power Project, Inc.

By E. Robert Mooney ^{A General Partner}
E. Robert Mooney
President

STATE OF New York)

COUNTY OF New York) ss:

I, Jonathan Birenbaum, a notary public, do hereby certify that on this
15th day of December, 1988, personally appeared
before me E. Robert Mooney, who being by me first duly sworn,
declared that he is a general partner of President of Malacha Power Project,
Inc., a general partner of Malacha Hydro Limited Partnership,

that he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true. in such capacity

Jonathan Birenbaum
Notary Public

JONATHAN BIRENBAUM
Notary Public, State of New York
No. 31 4362427
Qualified in New York County
Commission Expires April 30, 1989

STATE OF MARYLAND

00246

DEC 16 11 31 AM '88

SECRETARY OF STATE

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

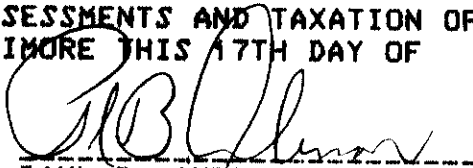
301 West Preston Street Baltimore, Maryland 21201

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO CERTIFICATES OF LIMITED PARTNERSHIP OR THE RIGHT OF LIMITED PARTNERSHIPS TO TRANSACT BUSINESS IN THIS STATE, AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT MALACHA HYDRO LIMITED PARTNERSHIP IS A LIMITED PARTNERSHIP EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND AND THAT SAID LIMITED PARTNERSHIP IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 17TH DAY OF NOVEMBER, 1988.


PAUL B. ANDERSON
ASSISTANT ADMINISTRATOR

AT5-090