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State of Idaho

Department of State

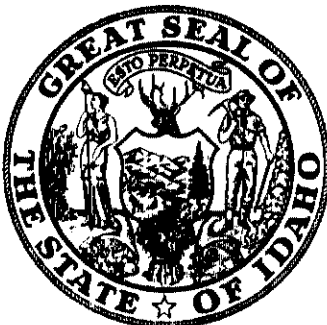
CERTIFICATE OF AUTHORITY OF

POWER RESOURCE MANAGERS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of POWER RESOURCE MANAGERS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation 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 Authority to POWER RESOURCE MANAGERS, INC. to transact business in this State under the name POWER RESOURCE MANAGERS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: November 22, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ana Seibel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Power Resource Managers, Inc.
2. The name which it shall use in Idaho is _____
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is September 14, 1993 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is None
6. The address to which correspondence should be addressed, if different from that in item 5.
777-108th Avenue N.E., Suite 800, Bellevue, WA 98004
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Professional services related to electric power supplies.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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CK #: 113479 CUST# 22136
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Ralph R. Peterson</u>	<u>Director</u>	<u>6060 S. Willow Drive</u> <u>Englewood, CO 80111-5142</u>
<u>McLane Fisher</u>	<u>Director</u>	<u>6060 S. Willow Drive</u> <u>Englewood, CO 80111-5142</u>
<u>McLane Fisher</u>	<u>President</u>	<u>same as above</u> <u>777 - 108th Ave. N.E., Ste. 800</u> <u>Bellevue, WA 98004</u>
<u>Loren A. Baker</u>	<u>Vice President</u>	<u>777 - 108th Ave. N.E., Ste. 800</u> <u>Bellevue, WA 98004</u>
<u>Gerald R. Gamman</u>	<u>Vice President</u>	<u>6060 S. Willow Drive</u> <u>Englewood, CO 80111-5142</u>
<u>Elizabeth A. McAdams</u>	<u>Secretary</u>	<u>6060 S. Willow Drive</u> <u>Englewood, CO 80111-5142</u>
<u>L. Lavern Nelson</u>	<u>Treasurer</u>	<u>6060 S. Willow Drive</u> <u>Englewood, CO 80111-5142</u>

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 12, 1993

Power Resource Managers, Inc.

(Corporation Name)

By MFL
Its President/Vice President (please specify)

and Elizabeth A. McAdams
Its Secretary/Assistant Secretary (please specify)

STATE OF Colorado)
)ss:
COUNTY OF Arapahoe)

I, Virginia F. Mares, a notary public, do hereby certify that on
this 12th day of November, 19 93, personally appeared before
me McLane Fisher and Elizabeth A. McAdams, who being by me first duly sworn, declared that ^{they} ~~he~~
~~are~~ ^{are} the President and Secretary, respectively, of ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~

Power Resource Managers, Inc.

that ^{they} ~~he~~ signed the foregoing documents as President and Secretary of the corporation and that
the statements therein contained are true.

VIRGINIA F MARES
Notary Public
STATE OF COLORADO

0366-95 My Commission Expires 11/12/95

Virginia F. Mares
Notary Public

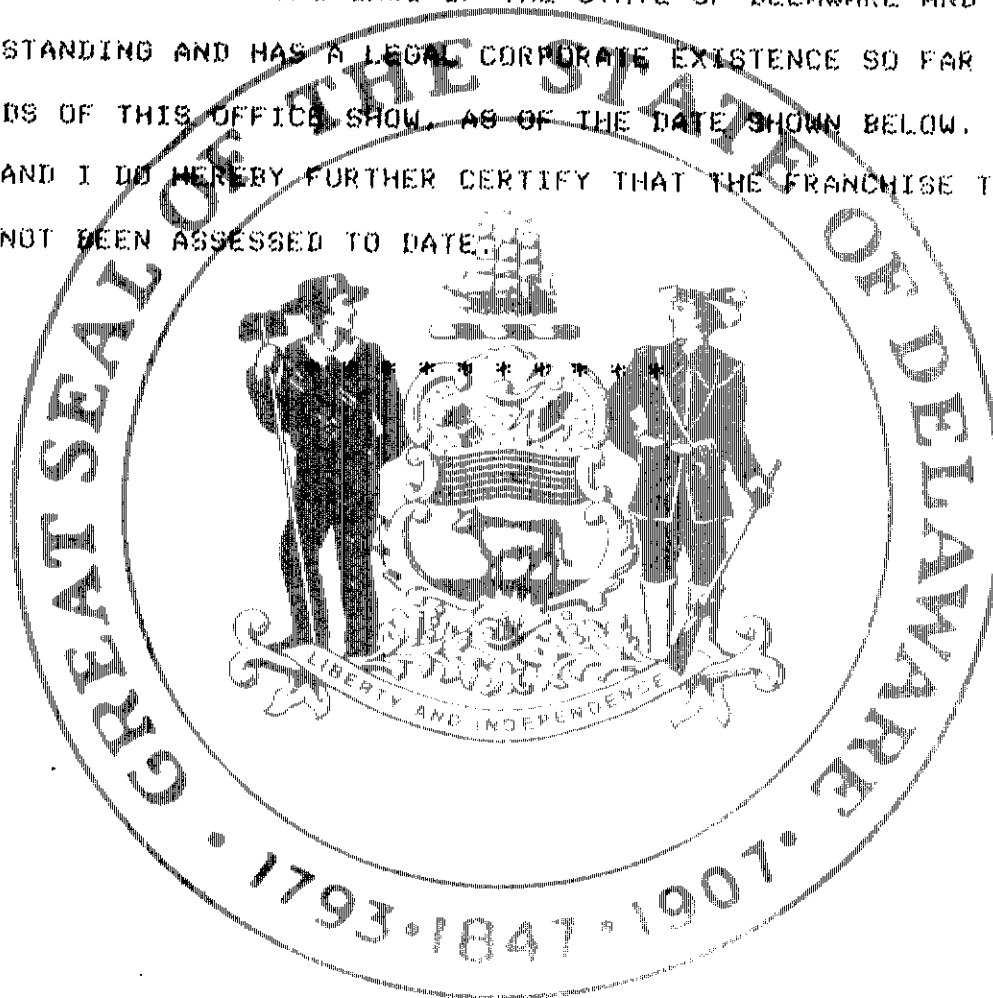
State of Delaware

Office of the Secretary of State

RECEIVED
SEC. OF STATE
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I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY POWER RESOURCE MANAGERS, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4069080

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DATE: 09/24/1993