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State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

MERIDIAN ENERGY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MERIDIAN ENERGY, 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 MERIDIAN ENERGY, INC. to transact business in this State under the name MERIDIAN ENERGY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 14, 1993



Pete T. Cenarrusa
Pete T. Cenarrusa
SECRETARY OF STATE

By *Suey J Clark*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

SECRET//~~NOFORN~~

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:

SECRETARY OF STATE
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1. The name of the corporation is MERIDIAN ENERGY, 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 December 29, 1992 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
15 East North Street, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5.
c/o Charles S. Crow, III, Esq., 2 Worlds Fair Drive, Somerset, N.J. 08873

7. The street address of its proposed registered office in Idaho is 2219 North Curtis Road, Boise, Idaho 83706, and the name of its proposed registered agent in Idaho at that address is Sharon Yahraes

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
to own and operate a cogeneration facility

(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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19930107 0900 43273 3
CX #: 2529 CUST# 1
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Robert M. Aaron	Director	2 Worlds Fair Dr., PO Box 6741, Somerset, NJ 08875-6741
Guy J. Castranova	Director	2 Worlds Fair Dr., PO Box 6741, Somerset, NJ 08875-6741
James E. Gaffney	Director	2 Worlds Fair Dr., PO Box 6741, Somerset, NJ 08875-6741
Robert M. Aaron	Pres, Sec'y.	2 Worlds Fair Dr., PO Box 6741, Somerset, NJ 08875-6741
Guy J. Castranova	V.P., Controller	2 Worlds Fair Dr., PO Box 6741, Somerset, NJ 08875-6741
James E. Gaffney	V.P., Treas.	2 Worlds Fair Dr., PO Box 6741, Somerset, NJ 08875-6741
Charles S. Crow, III	Asst. Sec'y.	2 Worlds Fair Dr., Somerset, N.J. 08873

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: December 23, 1992 ✓

MERIDIAN ENERGY, INC.

(Corporation name) ✓

By R. M. Aaron ✓

Its Position/Title/Function (please specify)

and Charles S. Crow ✓

Its Position/Title/Function (please specify)

STATE OF New Jersey)

) ss:

COUNTY OF Somerset)

I, Rebecca B. Namovicz, a notary public, do hereby certify that on this 23rd day of December, 19 92, personally appeared before me Robert M. Aaron, who being by me first duly sworn, declared that (s)he is the President of MERIDIAN ENERGY, INC.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.

REBECCA B. NAMOVICZ
NOTARY PUBLIC, State of New Jersey
My Commission Expires 12/8/93

Rebecca B. Namovicz
Notary Public

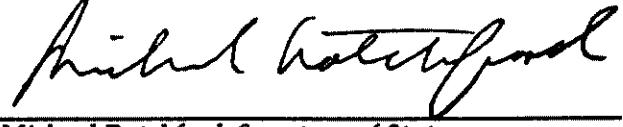
State of Delaware

Office of the Secretary of State

JAN 7 12 14 PM '93
SECRETARY OF STATE

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY MERIDIAN ENERGY, 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.

* * * * *

JAN 14 2 56 PM '93
SECRETARY OF STATE
Michael Ratchford

Michael Ratchford, Secretary of State



AUTHENTICATION: *3726070

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DATE: 12/30/1992