

L02081

# State of Idaho

## Department of State

### CERTIFICATE OF REGISTRATION OF

MERIDIAN GENERATING COMPANY L.P.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MERIDIAN GENERATING COMPANY L.P. 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 MERIDIAN GENERATING COMPANY L.P. to transact business in this State under the name MERIDIAN GENERATING COMPANY LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated: November 13, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl DeWitt*

# APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

NOV 13 4 47 PM '92

To the Secretary of State of Idaho:

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:

SECRETARY OF STATE

1. The name of the limited partnership is MERIDIAN GENERATING COMPANY L.P.
2. The name which it shall use in Idaho is MERIDIAN GENERATING COMPANY LIMITED PARTNERSHIP  
(Must include, without abbreviation, the words "Limited Partnership.")
3. It is organized under the laws of DELAWARE
4. The date of its formation is OCTOBER 28, 1992
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 15 EAST NORTH STREET, DOVER, DELAWARE
6. The name and street address of its proposed registered agent in Idaho are SHARON YAHARES  
Record Search and Information Services, 2219 North Curtis Road, Boise, Idaho 83706
7. The address at which a list of the names, addresses and contributions of the limited partners is kept is:  
TWO WORLDS FAIR DRIVE, SOMERSET, NJ 08873 (P.O. BOX 6741, SOMERSET, NJ 08875-6741)

The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.

8. The name and business address of each general partner are:

Name

Address

MERIDIAN ENERGY, INC.

TWO WORLDS FAIR DR., SUITE 108, P.O. BOX 6741

(FORMERLY TRICON GENERATING, INC.)

SOMERSET, NJ 08875-6741

(Continued on reverse)

Submit application and certificate to:

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

Secretary of State use only

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##:

8. (Continued)

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____

9. This application is accompanied by an original certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the jurisdiction under the laws of which it is organized.

Dated: NOVEMBER 6, \_\_\_\_\_, 19 92

  
By MERIDIAN ENERGY, INC.


A General Partner

ROBERT M. AARON, PRESIDENT

STATE OF NEW JERSEY )  
COUNTY OF SOMERSET ) ss:

I, REBECCA B. NAMOVICZ, a notary public, do hereby certify that on this 6TH day of NOVEMBER, 19 92, personally appeared before me ROBERT M. AARON, who being by me first duly sworn, declared that (s)he is a general partner of PRESIDENT OF THE GENERAL PARTNER, MERIDIAN ENERGY, INC.

that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

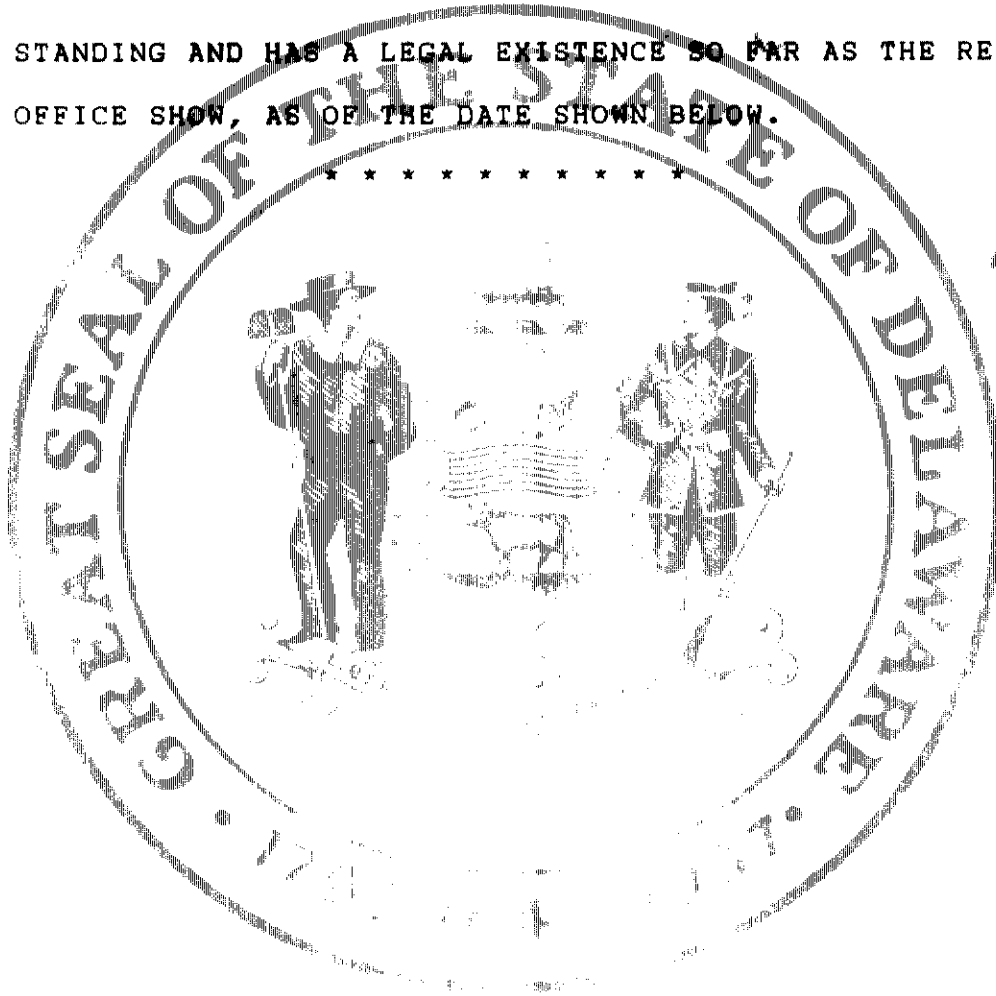
  
Notary Public

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

*State of Delaware*  
*Office of the Secretary of State*

Nov 13 4 47 PM '92  
SECRETARY OF STATE

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY MERIDIAN GENERATING COMPANY L.P. IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.



*Michael Ratchford*

*Michael Ratchford, Secretary of State*

AUTHENTICATION: \*3651595

702311018

DATE: 11/06/1992