

Department of State.

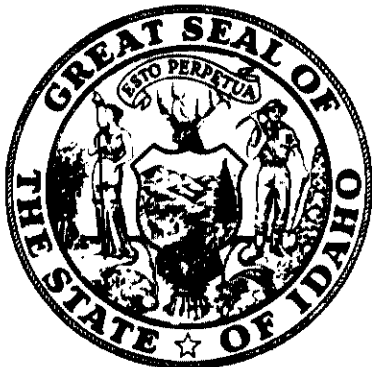
**CERTIFICATE OF AUTHORITY
OF**

CONSOLIDATED HYDRO MOUNTAIN STATES, INC.

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

Dated **July 23, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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 Consolidated Hydro Mountain States, Inc.

2. The name which it shall use in Idaho is Consolidated Hydro Mountain States, Inc.

(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 July 10, 1990 and the period of its duration is perpetuity.

5. The address of its principal office in the state or country under the laws of which it is incorporated is One Greenwich Plaza, Greenwich, CT 06830

6. The address to which correspondence should be addressed, if different from that in item 5.

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 CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity for which corporations are qualified to transact business in Idaho.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Olof S. Nelson</u>	<u>President/Director</u>	<u>44 Patterson Avenue</u> <u>Greenwich, CT 06830</u>
<u>Michael I. Storch</u>	<u>Exec. Vice Pres./</u> <u>Director</u>	<u>28 Deming Lane</u> <u>Stamford, CT 06930</u>
<u>Robert B. Milligan,</u> <u>Jr.</u>	<u>Secretary/Director</u>	<u>107 Long Shore Lane</u> <u>Madison, CT 06433</u>
<u>Patrick J. Danna</u>	<u>Treasurer/Asst.</u> <u>Secretary</u>	<u>20 Reservoir Place</u> <u>Belleville, NJ 07109</u>
<u>Michael J. Alessi,</u> <u>Sr.</u>	<u>Vice President</u> <u>Operations</u>	<u>14 Dover Eliot Road</u> <u>S. Berwick, ME 03908</u>
<u>Ram Sainani</u>	<u>Vice President</u> <u>Engineering</u>	<u>281 Rolling Ridge</u> <u>Norwalk, CT 06851</u>

(continued on reverse)

Name	Office	Address
Daniel S. Pease	Vice President/ Construction	3 Redwood Street Townsend, MA 01469
Pascal J. Brun	Vice President/ Corp. Dev.	3745 The Boulevard Westmont, Quebec, Canada H2N2J4
Neil A. Manna	Asst. Treasurer/ Asst. Secretary	315 Henry Street Fairfield, CT 06430
Ronnie V. Gurney	Asst. Treasurer of Taxes	195 Guinea Road Stamford, CT 06930
Michael B. Peisner	Assistant Secretary	26 Overset Road Portland, ME 04103
John W. Bernotavicz	Assistant Secretary	RFD #1, Box 1900 Litchfield, ME 04350

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: 7/13/90

Consolidated Hydro Mountain States, Inc.
(Corporation Name)

By [Signature]
Its ~~President~~ Vice President (please specify)
Executive
and John W. Bernotavicz
Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF CONNECTICUT)
COUNTY OF Fairfield) ss: Capelownich

I, Leslie M. S. Sweet, a notary public, do hereby certify that on this 13th day of July, 19 90, personally appeared before me Michael I. Storch, who being by me first duly sworn, declared that (s)he is the Executive Vice/ President of Consolidated Hydro Mountain States, Inc.

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

[Signature]
Notary Public
My Commission Expires 3/31/92

State of Delaware

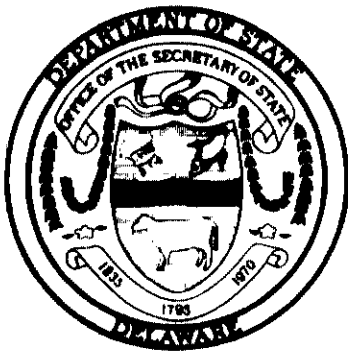
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SEC. OF STATE

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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CONSOLIDATED HYDRO MOUNTAIN STATES, 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.

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Michael Harkins, Secretary of State

12728663

AUTHENTICATION:

DATE:

07/17/1990