

State of Idaho

Department of State

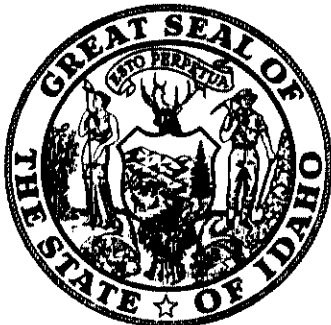
CERTIFICATE OF AUTHORITY OF

MG ELECTRIC POWER, INC.

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

Dated: October 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature] *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

Oct 7 3 37 PM '93

SECRETARY OF STATE

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 MG Electric Power, 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 April 13, 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 %Corporation Trust, 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in Item 5. 520 Madison Avenue, New York, New York 10022

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:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(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

IDAHO SECRETARY OF STATE
19931007 0900 25392 2
CK #: 31515 CUST# 1
CORP 10 20.00= 20.00

: C

Secretary of State use only

IDAHO SECRETARY OF STATE
19931007 0900 25391 2
CK #: 31514 CUST# 1
CORP 10 120.00= 120.00

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

Name	Office	Address
See attached list of directors and officers		

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: September 23, 1993

MG Electric Power, Inc.

(Corporation Name)

By Andre Guenoun
Andre Guenoun Its ~~President~~ Vice President (please specify)

and Vincent J. Papa
Vincent J. Papa Its Secretary ~~Assistant Secretary~~ (please specify)

STATE OF New York)
COUNTY OF New York) ss:

I, John P. Kilduff, a notary public, do hereby certify that on
this 23rd day of September, 19 93, personally appeared before
me Andre Guenoun, who being by me first duly sworn, declared that (s)he
is the Vice President of _____

MG Electric Power, Inc.

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

JOHN P. KILDUFF
Notary Public, State of New York
No. 02K15014973
Qualified in New York County
Certificate Filed in N.Y. County
Commission Expires July 12, 1995

John P. Kilduff
Notary Public

MG ELECTRIC POWER, INC.

List of Directors

Siegfried Hodapp
SS#106-52-9250

Director
Date Took Office: 4/13/93

Business Address: 520 Madison Avenue
New York, NY 10022

Residence Address: 71 Davids Hill Road
Beford Hills, NY 10507

Juergen Kremer
SS #047-76-9100

Director, Senior Vice-President and C.F.O.
Date Took Office: 4/13/93

Business Address: 520 Madison Avenue
New York, NY 10022

Residence Address: 6 Salt Box Lane East
Darien, CT 06820

W. Arthur Benson
SS #220-36-8044

Director and President
Date Took Office: 4/13/93

Business Address: 19 Newport Drive
Forest Hill, Maryland 21050

Residence Address: 5 Lake Fanny Road
Bel Air, MD 21014

MG ELECTRIC POWER, INC.

List of Officers

W. Arthur Benson
SS #220-36-8044

Director and President
Date Took Office: 4/13/93

Business Address: 19 Newport Drive, Forest Hill, Maryland 21050

Residence Address: 5 Lake Fanny Road, Bel Air, MD 21014

Juergen Kremer
SS #047-76-9100

Director, Senior Vice-President and C.F.O.
Date Took Office: 4/13/93

Business Address: 520 Madison Avenue, New York, NY 10022

Residence Address: 6 Salt Box Lane East, Darien, CT 06820

Michael McGowan
SS#184-40-2117

Senior Vice-President
Date Took Office: 4/13/93

Business Address: 19 Newport Drive, Forest Hill, Maryland 21050

Residence Address: 7 Ridgewood Drive, Landenberg, PA 19350

William Zoha
SS# 121-52-3892

Senior Vice-President
Date Took Office: 4/13/93

Business Address: 520 Madison Avenue, New York, NY 10022

Residence Address: 20 East 74th Street, New York, NY 10021

Vincent J. Papa
SS #070-38-3201

Vice-President and Secretary
Date Took Office: 4/13/93

Business Address: 520 Madison Avenue, New York, NY 10022

Residence Address: 16 Manor Road, Patterson, NY 12563

André D. Guénoun
SS #121-52-9583

Vice-President
Date Took Office: 4/13/93

Business Address: 520 Madison Avenue, New York, NY 10022

Residence Address: 100 West 89th Street, Apt. 2-E, New York, NY 10024

Susan M. Wiseman
SS #060-56-467

Assistant Secretary
Date Took Office: 4/13/93

Business Address: 520 Madison Avenue, New York, NY 10022

Residence Address: 750 Columbus Avenue, Apt. 10K, New York, NY 10025

William F. McCoy
SS #082-52-6937

Assistant Secretary
Date Took Office: 4/13/93

Business Address: 520 Madison Avenue, New York, NY 10022

Residence Address: 211 East 88th Street, Apt. 3C, New York, NY 10128

State of Delaware

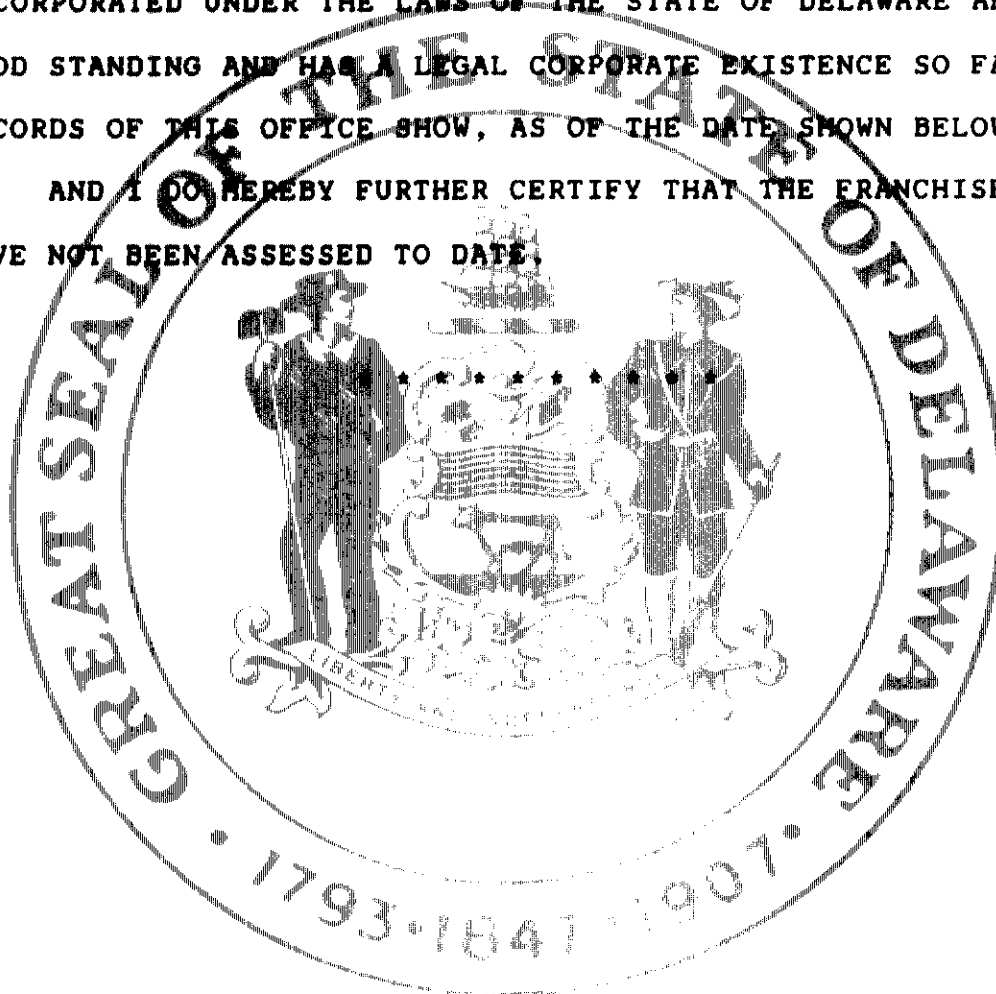
Office of the Secretary of State

Oct 7 3 37 PM '93

SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY MG ELECTRIC POWER, 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: *4048035

DATE: 09/09/1993

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