

State of Idaho

Department of State

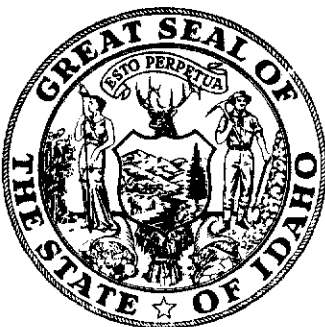
CERTIFICATE OF AUTHORITY OF

MP ENERGY SERVICES, INC.
File number C 119479

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

Dated: May 12, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Harold*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows

1. The name of the corporation is MP Energy Services, Inc.
2. The name which it shall use in Idaho is MP Energy Services, Inc.
3. It is incorporated under the laws of Montana
4. Its date of incorporation is 10-28-96 and its duration, if other than perpetual is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is
40 E Broadway, Butte, MT 59701
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 300 North 6th St., Boise ID 83701
and its registered agent in Idaho at that address is CT Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are
Sale of Energy Management Services.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>R. F. Cromer</u>	<u>COB & Director</u>	<u>16 E Granite, Butte, MT 59701</u>
<u>F. L. Rotondi</u>	<u>President & Director</u>	<u>16 E Granite, Butte, MT 59701</u>
<u>M. E. Zimmerman</u>	<u>VP and General Counsel</u>	<u>40 E Broadway, Butte, MT 59701</u>
<u>D. S. Smith</u>	<u>Treasurer</u>	<u>40 E Broadway, Butte, MT 59701</u>
<u>P. K. Merrell</u>	<u>Secretary</u>	<u>40 E Broadway, Butte, MT 59701</u>
<u>M. M. Crowe</u>	<u>Assistant Secretary</u>	<u>16 E Granite, Butte, MT 59701</u>
<u>R. M. Ralph</u>	<u>Assistant Secretary</u>	<u>40 E Broadway, Butte, MT 59701</u>
<u>R. P. Gannon</u>	<u>Director</u>	<u>40 E Broadway, Butte, MT 59701</u>
<u>J. D. Haffey</u>	<u>Director</u>	<u>40 E Broadway, Butte, MT 59701</u>

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

Dated: May 7, 1997
MP Energy Services, Inc.
(Corporation name)

By R. M. Ralph
its President, Vice President, Secretary or Assistant Secretary
(please specify)
R. M. Ralph, Assistant Secretary

Secretary of State use only

IDAHO SECRETARY OF STATE
DATE 05/13/1997
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SECRETARY OF STATE
STATE OF MONTANA

97 MAY 13 AM 10:20
SECRETARY OF STATE
STATE OF IDAHO

CERTIFICATE OF EXISTENCE

I, **Mike Cooney**, Secretary of State of the State of Montana, do hereby certify that

MP ENERGY SERVICES, INC.

Duly filed its Articles of Incorporation in this office on **October 28, 1996**, and on that date was created a body politic and corporate.

I further certify that all taxes, fees and penalties owed to this state have been paid by said corporation and that the most recent annual report has been filed with this office.

I further certify that no articles of dissolution have been placed on record in this office by said corporation and my records indicate the corporation is in good standing under the laws of the State of Montana and authorized to transact in business and conduct its affairs in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this **April 28, A.D. 1997**.

Mike Cooney

MIKE COONEY
Secretary of State

for [Signature], Deputy

