

State of Idaho

Department of State

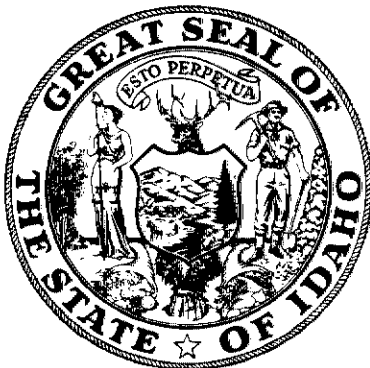
AMENDED CERTIFICATE OF AUTHORITY OF

PC/UP&L MERGING CORP.

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

Dated February 6, 19 89.



Pete T. Cenarrusa
SECRETARY OF STATE

Ann Clark
Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on September 24, 19 87, authorizing it to transact business in the State of Idaho under the name of PC/UP&L Merging Corp.

2. Its corporate name has been changed to PacifiCorp

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated January 9, 19 89

By Stan M. Marks Vice President

And Sally A. Nofziger Secretary

STATE OF Oregon)
COUNTY OF Multnomah) ss:


I, Eva M. Connelly, a notary public, do hereby certify that on this 9th day of January, 19 89, personally appeared

(continued on reverse)

before me Stan M. Marks, who being by me first duly sworn,

declared that he is the Vice President of PacifiCorp

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



Notary Public



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Office of the Secretary of State Corporation Division

I, **Jack H. Graham**, *Director of the Corporation Division*,

DO HEREBY CERTIFY:

PACIFICORP, a Maine corporation qualified to transact business in Oregon on July 26, 1910, and **UTAH POWER & LIGHT COMPANY**, a corporation of Utah not of record in Oregon, merged with and into **PC/UP&L MERGING CORP.**, an Oregon Corporation, on January 09, 1989. The surviving corporation is **PC/UP&L MERGING CORP.**, an Oregon Corporation which then changed its name to **PACIFICORP**. I further certify that **PACIFICORP** is an existing corporation on the records of the Corporation Division as of the date of this certificate.

Jack H. Graham

Director

By Debbie Urag

Date January 13, 1989