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State of Idaho

Department of State

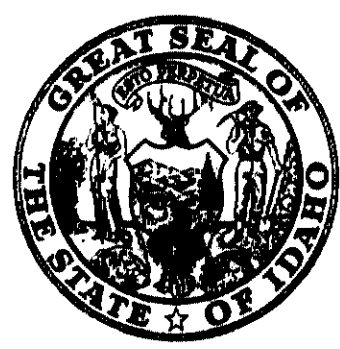
CERTIFICATE OF AUTHORITY OF

CHALLIS DEVELOPMENT COMPANY

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

Dated: December 10, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl Dennis

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

DEC 10 10 48 AM '91

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Challis Development Company

2. The name which it shall use in Idaho is Challis Development Company

(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 State of Delaware

4. The date of its incorporation is November 27, 1991 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 32 Loockerman Square, Suite L-100, City of Dover, 19901

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

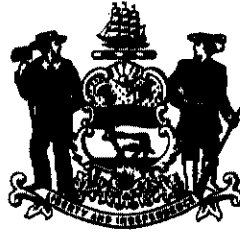
7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

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 which corporations are permitted to do in Idaho, including but not limited to owning and operating a hydro electric facility/plant.

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

Name	Office	Address
<u>George Cashman</u>	<u>President/</u>	<u>Westinghouse Credit Corporation</u>
	<u>Director</u>	<u>One Oxford Centre</u>
<u>Donald Paton</u>	<u>Vice President</u>	<u>Pittsburgh, PA 15219</u>
		<u>for all directors and</u>
<u>Tony Ortenzo</u>	<u>Vice President</u>	<u>officers</u>
	<u>Vice President/</u>	
<u>Stephen Fleischer</u>	<u>Director</u>	<u>Same</u>
<u>Robert Barbour</u>	<u>Director</u>	<u>Same</u>
<u>Peter Blasier</u>	<u>Secretary</u>	<u>Same</u>

(continued on reverse)



DEC 10 10 48 AM '91
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CHALLIS DEVELOPMENT COMPANY 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
Michael Harkins, Secretary of State

AUTHENTICATION: *3256318

DATE: 12/04/1991