

State of Idaho

Department of State

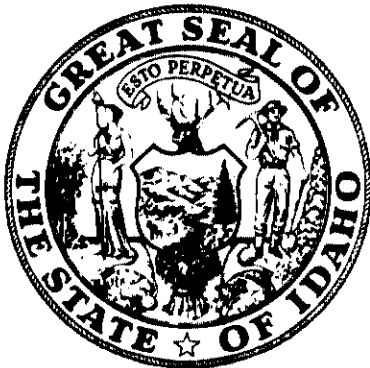
CERTIFICATE OF AUTHORITY OF

KELMARC CORPORATION

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

Dated December 18, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Abala

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:

DEC 18 9 17 AM '90
SECRETARY OF STATE

1. The name of the corporation is Kelmarc Corporation

2. The name which it shall use in Idaho is Kelmarc Corporation

(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 Utah

4. The date of its incorporation is April 27, 1990 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

180 South 300 West, Suite 220; Salt Lake City, Utah 84101

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 5845 Plantation Drive
Boise, Idaho 83703

, and the name of its proposed registered agent in Idaho at that address is Richard K. Farrell

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
1. To provide financial, managerial, technical, and other consulting and advisory services; 2. To identify, develop, and otherwise advance alternative energy, independent power, or any other projects of whatever kind or nature; 3. To acquire, hold, use and dispose of real and personal property of every kind and nature; and 4. To engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Utah and to exercise all powers permitted thereby.

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

Name	Office	Address
<u>Kenneth W. Bell</u>	<u>President</u>	<u>180 South 300 West, Suite 220, SLC, UT 84101</u>
<u>David P. Hirschi</u>	<u>Exec. Vice Pres. and Secretary</u>	<u>180 South 300 West, Suite 220, SLC, UT 84101</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name

Office

Address

- 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: _____

KELMARC CORPORATION

(Corporation Name)

By

[Signature]

Its President/ ~~Vice President~~ (please specify)

and

[Signature]

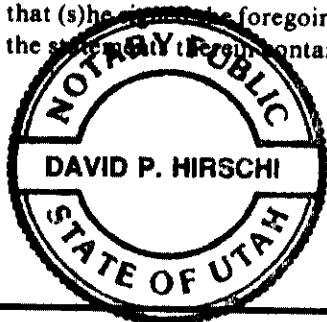
Its Secretary/ ~~Assistant Secretary~~ (please specify)

STATE OF Utah)

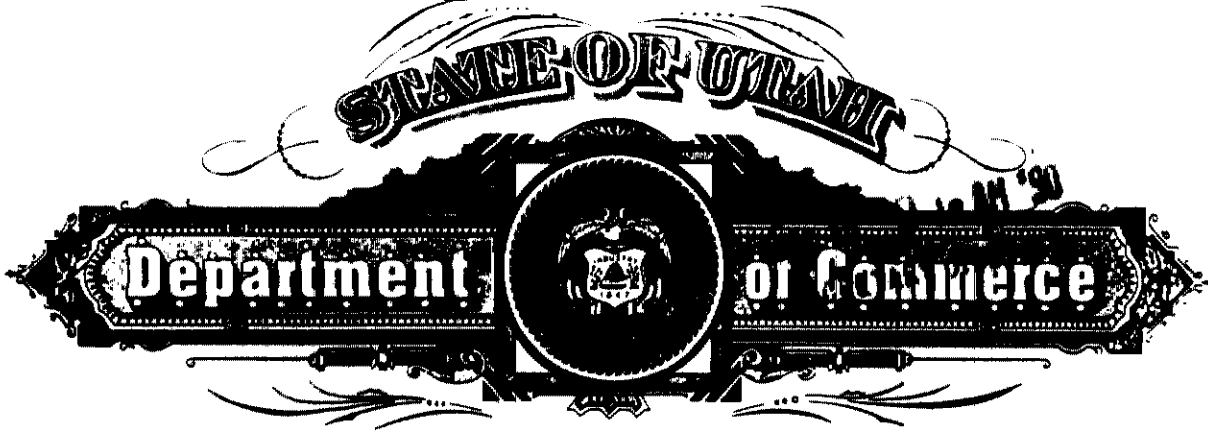
COUNTY OF Salt Lake) ss:

I, David P. Hirschi, a notary public, do hereby certify that on this 14th day of December, 19 90, personally appeared before me Kenneth W. Bell, who being by me first duly sworn, declared that (s)he is the President of KELMARC CORPORATION

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



[Signature]
Notary Public

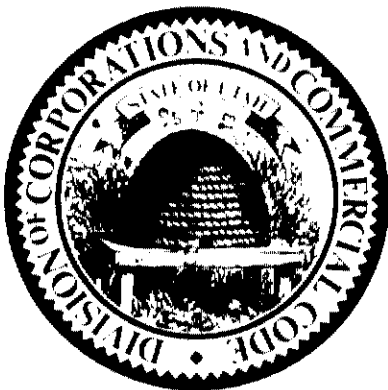


THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE CERTIFIES THAT

KELMARC CORPORATION

IS A UTAH CORPORATION AND IS QUALIFIED TO TRANSACT BUSINESS IN THE STATE OF UTAH. A CERTIFICATE OF INCORPORATION WAS ISSUED FROM THIS OFFICE ON 04-27-1990 AND SAID CORPORATION IS IN GOOD STANDING.

FILE # 141577



Dated this 11TH day
of DECEMBER, 1990


Peter Van Alstyne
Director, Division of
Corporations and Commercial Code