

State of Idaho

Office of the Secretary of State

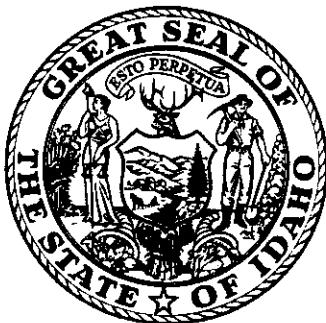
**CERTIFICATE OF AUTHORITY
OF
INNERGEX HOLDINGS USA, INC.**

File Number C 157744

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 15 December 2004



Ben Ysursa

SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

DEC 15 PM 2:34

SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:
Innergex Holdings USA, Inc.
2. The name which it shall use in Idaho is: Innergex Holdings USA, Inc.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 11/24/04
5. The address of its principal office is:
1111 St-Charles Street West, East Tower, Ste. 1255 Longueuil (Quebec) Canada
J4K 5G4
6. The address to which correspondence should be addressed, if different from Item 5, is:

7. The street address of its registered office in Idaho is: 1401 Shoreline Dr., Ste. 2, Boise, ID 83702
and its registered agent in Idaho at that address is: Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
Please see attached		

Dated: December 15, 2004Signature: Michele BeauchampTyped Name: Michele BeauchampCapacity: Vice President - Legal Affairs

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

Web Form

IDAHO SECRETARY OF STATE
12/15/2004 05:00
CK: 5339 CT: 2105 BH: 701755
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C157744

Officers and Directors of Innergex Holdings USA, Inc.

Officers:

Gilles LeFrançois
President and CEO
1111 St-Charles Street West, East Tower, Suite 1255
Longueuil, Quebec, Canada J4K 5G4

Michel Letellier
Vice President and CFO
1111 St-Charles Street West, East Tower, Suite 1255
Longueuil, Quebec, Canada J4K 5G4

Jean Trudel
Vice President - Finance
1111 St-Charles Street West, East Tower, Suite 1255
Longueuil, Quebec, Canada J4K 5G4

Jean Perron
Vice President and Treasurer
1111 St-Charles Street West, East Tower, Suite 1255
Longueuil, Quebec, Canada J4K 5G4

Michele Beauchamp
Vice President – Legal Affairs and Corporate Secretary
1111 St-Charles Street West, East Tower, Suite 1255
Longueuil, Quebec, Canada J4K 5G4

François Hébert
Vice President – Operation and Maintenance
1111 St-Charles Street West, East Tower, Suite 1255
Longueuil, Quebec, Canada J4K 5G4

Richard Blanchet
Vice President – Hydroelectric Energy
1111 St-Charles Street West, East Tower, Suite 1255
Longueuil, Quebec, Canada J4K 5G4

Directors:

Gilles LeFrançois
1111 St-Charles Street West, East Tower, Suite 1255
Longueuil, Quebec, Canada J4K 5G4

Michel Letellier
1111 St-Charles Street West, East Tower, Suite 1255
Longueuil, Quebec, Canada J4K 5G4

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Delaware

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The First State

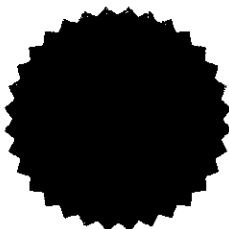
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INNERGEX HOLDINGS USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INNERGEX HOLDINGS USA, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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040850104



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3500785

DATE: 11-24-04