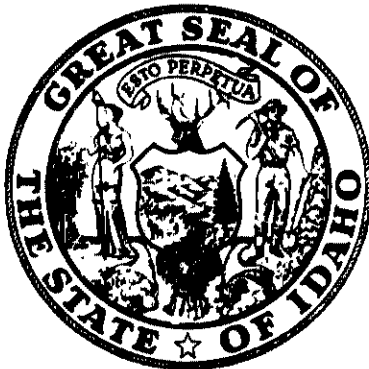


**CERTIFICATE OF AUTHORITY
OF**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of CHI-FELT DAM, INC.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to CHI-PELT DAM, INC.

Dated **July 11, 1991**



Pat. J. Canarusa

SECRETARY OF STATE

Elizabeth M. Talala
Corporation Clerk

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:

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SEC. OF STATE

1. The name of the corporation is CHI-Felt Dam, Inc.

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2. The name which it shall use in Idaho is _____

(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 Delaware

4. The date of its incorporation is June 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 c/o The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801

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 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

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 for which corporations are qualified to transact business in Idaho.

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

Name	Office	Address
(SEE ATTACHED)		

(continued on reverse)

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: July 1, 1991

CHI-Felt Dam, Inc.

(Corporation Name)

By

Michael I. Storch

Its President/ Vice Presidents (please specify)
Executive

and

Neil A. Manna
Its Secretary (Assistant Secretary (please specify))
XXXXXXXX

STATE OF

Connecticut

Manna

COUNTY OF

Fairfield

) ss:

I, Ronnie V. Gurney

, a notary public, do hereby certify that on

this 1st day of July, 19 91, personally appeared before

me Michael I. Storch, who being by me first duly sworn, declared that (s)he

is the Executive Vice President of

CHI-Felt Dam, Inc.

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

RONNIE V. GURNEY
NOTARY PUBLIC
MY COMMISSION EXP. 11/30/95

Ronnie V. Gurney

Notary Public

Attachment 1

DIRECTORS

Name:

Olof S. Nelson

Robert B. Milligan, Jr.

Michael I. Storch

Address:

44 Patterson Avenue
Greenwich, CT 06830

107 Long Shore Lane
Madison, CT 06433

28 Deming Lane
Stamford, CT 06903

OFFICERS:

Title:

President

Executive Vice
President

Secretary

Treasurer and
Assistant
Secretary

Vice President -
General Counsel

Vice President -
Operations

Vice President -
Engineering

Vice President -
Construction

Name & Address:

Olof S. Nelson
44 Patterson Avenue
Greenwich, CT 06830

Michael I. Storch
28 Deming Lane
Stamford, CT 06830

Robert B. Milligan, Jr.
107 Long Shore lane
Madison, CT 06433

Patrick J. Danna
20 Reservoir Place
Belleville, NJ 07109

Edward M. Stern
136 Longdean Road
Fairfield, CT 06430

Michael J. Alessi, Sr.
14 Dover Eliot Road
South Berwick, ME 03908

Ram Sainani
281 Rolling Ridge
Norwalk, CT 06851

Daniel S. Pease
3 Redwood Street
Townsend, MA 01469

Vice President -
Corporate Development

Pascal J. Brun
3745 The Boulevard
Westmont, Quebec
Canada H3Y 1T3

Vice President

Norman E. Kamp
22132 Lassen View Drive
Palo Cedro, CA 96073

Vice President

E. Robert Mooney
202 Hearthstorne Dr.
Boise, ID 83702

Assistant Treasurer
and Assistant
Secretary

Neil A. Manna
315 Henry Street
Fairfield, CT 06430

Assistant Treasurer
and Assistant
Secretary

Victoria M. Fredrick
1106 N. 22nd
Boise, ID 83702

Assistant Treasurer
of Taxes

Ronnie V. Gurney
195 Guinea Road
Stamford, CT 06930

Assistant
Secretary

Michael B. Peisner
26 Overset Road
Portland, ME 04103

Assistant
Secretary

John W. Bernotavicz
RFD #1, Box 1900
Litchfield, ME 04350

CNM0024

State of Delaware

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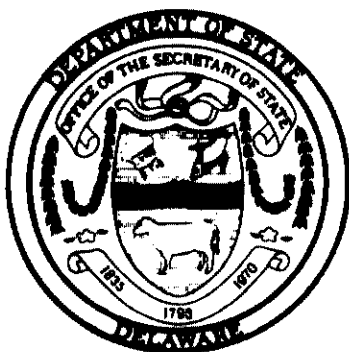
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CHI-FELT DAM, 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 DATE SHOWN BELOW.

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

* * * * *



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A handwritten signature of Michael Harkins.
Michael Harkins, Secretary of State
*3099977

AUTHENTICATION:

DATE:

07/03/1991