



5.

October 2, 2000

Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Via US 2-Day Priority Mail

**Re: Application By Foreign Corporation
Authorization To Transact Business In Florida**

400003413924--2
-10/04/00--01067--001
*****70.00 *****70.00

To: Registration Section

Enclosed please find a \$70 check made payable to the Florida Department of State, Ameresco's Application By Foreign Corporation For Authorization To Transact Business In Florida, and an original Certificate of Existence issued by the Secretary of State of Delaware.

If there should be any concerns regarding the enclosed certificate, please do not hesitate to contact me by telephone at 781-398-7600 or e-mail at mware@ameresco.com.

Sincerely,

Michael L. Ware
Manager of Contract Administration

Encls.

Cc: FL File

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00 OCT -4 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtw
10/10

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMERESCO, Inc.

Dear Sir of Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael L. Ware

(Name of Person)

AMERESCO, Inc.

(Firm/Company)

1400 Main Street, Suite 200

(Address)

Waltham, Massachusetts 02451

(City/State and Zip code)

For further information concerning this matter, please call:

Michael L. Ware

(Name of Person)

at (781) 398-7600

(Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

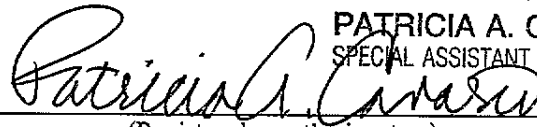
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER
A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. AMERESCO, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 04-3512838
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 25, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1400 Main Street, Suite 200, Waltham, MA 02451
(Principal office address)
- Same as above.
(Current Mailing Address)
8. Provide Energy Management & Energy Conservation Services.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: CT Corporation System
- Office Address: 1200 South Pine Island Road
- Plantation, Florida 33324
(City) (Zip code)

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TALLAHASSEE FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: George P. Sakellaris

Address: 1400 Main Street, Suite 200

Waltham, MA 02451

Vice Chairman: N/A

Address: _____

Director: David J. Corrsin

Address 1400 Main Street, Suite 200

Waltham, MA 02451

Director: N/A

Address _____

B. OFFICERS

President: George P. Sakellaris

Address: 1400 Main Street, Suite 200

Waltham, MA 02451

Vice President: John D. Martin

Address 1400 Main Street, Suite 200

Waltham, MA 02451

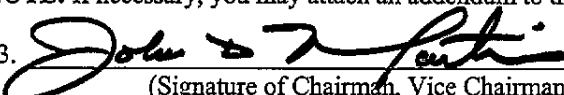
Secretary: Kathleen A. DevlinRuggiero

Address 1400 Main Street, Suite 200, Waltham, MA 02451

Treasurer: John D. Martin

Address 1400 Main Street, Suite 200, Waltham, MA 02451

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John D. Martin, Senior Vice President & CFO

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERESCO, 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-EIGHTH DAY OF SEPTEMBER, A.D. 2000.

FILED
00 OCT -4 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

3216839 8300

AUTHENTICATION: 0704736

001478075

DATE: 09-28-00