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ENERGY DISPATCH, LLC
P.O. Box 10554
Atlanta, Georgia 30321

December 8, 1997

VIA CERTIFIED MAIL:
#P 092 648 623

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
904-488-9000 or 6050 (487-6052)

500002369575-7
-12/11/97-01074-002
****285.00 ****285.00

RE: APPLICATION FOR CERTIFICATE OF REGISTRATION

ENERGY DISPATCH, LLC to Transact Business

Dear Sir or Madam:

Pursuant to the provision of the State enclosed are the following required forms

1. Two (2) Originals Applications of Registration of a Foreign LLC to Transact Business;
2. One (1) Certificate of Existence from the State of Georgia and duplicate copy; and
3. One (1) check in the amount of \$285.00 for filing fee.

If there are any questions, do not hesitate to contact me at 770-434-7882.

Sincerely,

Janet Quirk

Enclosures

1197-845

Name	RL 12/15
Availability	
Document Examiner	RL
Updater	RL
Updater Verifier	RL
Acknowledgement	RL
W. P. Verifier	RL

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:

1. ENERGY DISPATCH, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)
2. Georgia
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. 58-2355217
(FEI number, if applicable)
4. 11/6/97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist
or "perpetual")
6. Upon Authorization
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 5500 Highlands Parkway, Suite 1200
Smyrna, GA 30082
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing
member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

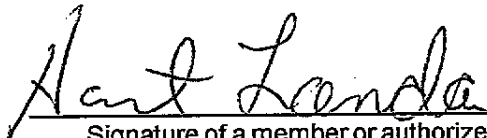
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Susan Bolch</u>	MGR and	<u>Allison Bolch Moran</u>	MGRM and
<u>5500 Highlands Parkway</u>	<u>VP, Secretary</u>	<u>5500 Highlands Parkway</u>	<u>VP, Assist. Sec.</u>
<u>Suite 1200</u>		<u>Suite 1200</u>	
<u>Smyrna, GA 30082</u>		<u>Smyrna, GA 30082</u>	
	MGRM and		
<u>Carl Bolch, III</u>	<u>VP, Assist. Sec.</u>		
<u>5500 Highlands Parkway</u>			
<u>Suite 1200</u>			
<u>Smyrna, GA 30082</u>			

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
ENERGY DISPATCH, LLC _____ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 5,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 2,000,000.00. This total includes amounts from 2 and 3 above.

 _____ Member and
Harriet Landau/Vice President, Assist. Sec.
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
97 DEC 11 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ENERGY DISPATCH, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)

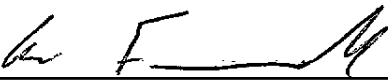
c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

FILED
97 DEC 11 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM


(Signature)

11.24.97
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 973170171
CONTROL NUMBER : 9739615
DATE INC/AUTH/FILED: 11/06/1997
JURISDICTION : GEORGIA
PRINT DATE : 11/13/1997
FORM NUMBER : 211

ENERGY DISPATCH, LLC
ATTN: JANET QUIRK
300 TECHNOLOGY COURT
SMYRNA GA 30082

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**ENERGY DISPATCH, LLC
A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

