



THE UNITED STATES  
CORPORATION  
COMPANY

# FOUO 0001317

ACCOUNT NO. : 072100000032

REFERENCE : 599044 4321040

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizito*

RECEIVED  
DIVISION OF CORPORATIONS  
00 MAR 10 PM 3:50

ORDER DATE : February 23, 2000

ORDER TIME : 11:17 AM

ORDER NO. : 599044-015

400003165774-1

CUSTOMER NO: 4321040

CUSTOMER: Carlen Sellers, Legal Asst  
Schiff Hardin & Waite  
6600 Sears Tower  
233 South Wacker Drive  
Chicago, IL 60606-6473

FOREIGN FILINGS

NAME: ENERGYUSA COMMERCIAL ENERGY  
SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED  
00 MAR 10 PM 1:39  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*BK 3/10/00*

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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR 10 PM 3:50

1. EnergyUSA Commercial Energy Services, 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. Indiana

(State or country under the law of which it is incorporated)

3. 35-2006055

(FEI number, if applicable)

4. January 31, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Donald K. Eldert, 801 East 86th Avenue

Merrillville, IN 46410

(Current mailing address)

See Attached Rider 1

8.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(Zip code)

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.

Corporation Service Company

By: Carol K. Dolor  
(Registered agent's signature)

Carol K. Dolor, Assistant Vice President

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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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DIVISION OF CORPORATIONS  
00 MAR 10 PM 3:50

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**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. Donald K. Eldert, President

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

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: EnergyUSA Commercial Energy Services, Inc.  
(Name of corporation - must include suffix)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 10 PM 3:50

Dear Sir or 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:

\_\_\_\_\_  
(Name of Person)

\_\_\_\_\_  
(Firm/Company)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
(Name of Person) (Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. 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

## **RIDER 1**

FL-Application by Foreign Corporation for Authorization

EnergyUSA Commercial Energy Services, Inc.

To develop, design, and implement comprehensive energy upgrades and other services for commercial, industrial, and public markets, including lighting and microturbine cogeneration and combined heat and power applications. To engage in any act or activity for which corporations may be organized.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 10 PM 3:50

## OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

EnergyUSA Commercial Energy Services, Inc.

### List of Officers

**Name:** James K. Abcouwer **Title:** Chairman  
**Bus. Addr.:** c/o EnergyUSA Commerical Energy Services 801 East 86th Avenue,  
Merrillville, IN 46410

**Name:** Donald K. Eldert **Title:** President  
**Bus. Addr.:** c/o EnergyUSA Commercial Energy Services 801 East 86th Avenue,  
Merrillville, IN 46410

**Name:** Francis P. Girot, Jr. **Title:** Treasurer  
**Bus. Addr.:** 5265 Hohman Avenue, Hammond , IN 46320

**Name:** Nina M. Rausch **Title:** Secretary  
**Bus. Addr.:** 5265 Hohman Avenue, Hammond, IN 46320

### List of Directors

**Name:** James K. Abcouwer **Term:** Apr 12, 2000  
**Bus. Addr.:** c/o EnergyUSA Commercial Energy Services 801 East 86th Avenue,  
Merrillville, IN 46410

**Name:** Donald K. Eldert **Term:** Apr 12, 2000  
**Bus. Addr.:** c/o EnergyUSA Commercial Energy Services 801 East 86th Avenue,  
Merrillville, IN 46410

**Name:** Michael B. Stayton **Term:** Apr 12, 2000  
**Bus. Addr.:** c/o SM&P Utility Resources, Inc. 11455 North Meridian, Suite 20,  
Carmel, IN 46032

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 10 PM 3:50

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF EXISTENCE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 10 PM 3:50

To Whom These Presents Come, Greeting:

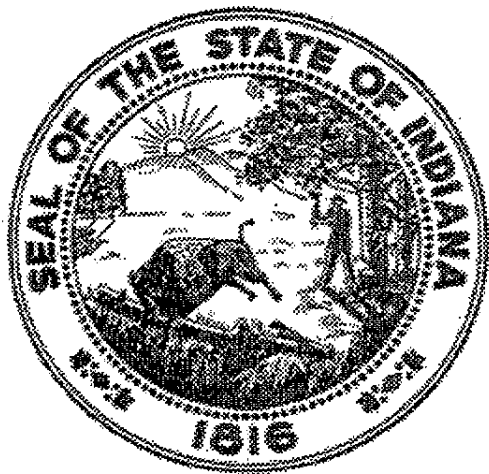
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper office to execute this certificate.

I further certify that records of this office disclose that

**ENERGYUSA COMMERCIAL ENERGY SERVICES, INC.**

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on January 31, 1997, and was in existence or authorized to transact business in the State of Indiana on March 8, 2000.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Eighth day of March, 2000.

*Sue Anne Gilroy*

SUE ANNE GILROY, Secretary of State

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