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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
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FOREIGN PROFIT QUALIFICATION

CAITHNESS ENTERPRISES, INC.

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| Certificate of Status | 0 |
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**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. CAITHNESS ENTERPRISES, 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
(State or country under the law of which it is incorporated)
3. PENDING
(FBI number, if applicable)
4. MARCH 21, 2003
(Date of incorporation)
5. PERPETUAL
(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. 565 Fifth Avenue, 29th floor, New York, New York 10017
(Principal office address)
- same
(Current mailing address)
8. To engage in any lawful activity for which a corporation may be organized in FL
(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 Nays Street
Tallahassee, Florida 32301
(City) (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

Deborah D. Skipper
(Registered agent's signature)Deborah D. Skipper
Asst. V. Pres.

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.

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

A. DIRECTORS

Chairman: James D. BishopAddress: Caithness Enterprises, Inc. 565 5th Ave., 29th floor, NY, NY 10017Vice Chairman: James D. Bishop, Jr.Address: sameDirector: Barbara Bishop GollanAddress: sameDirector: J. Bruce StevensonAddress: same

B. OFFICERS

President: See attached 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. Gail Conboy

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

14. Gail Conboy, Assistant Secretary

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

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Caithness Enterprises, Inc.
Application by Foreign Corporation
to Transact Business in Florida

Question 12
Part B

List of Officers

James D. Bishop, Sr. - Chairman and Chief Executive Officer
James D. Bishop, Jr. - Vice Chairman
Leslie J. Gelber - President and Chief Operating Officer
Christopher McCallion - Executive Vice President and Chief Financial Officer
Larry K. Carpenter - Executive Vice President
John A. McNamara - Vice President, Finance
David Casale - Vice President and Controller
Barbara Bishop Gollan - Senior Vice President
David DeLuca - Vice President
J. Ferd Convery, III - Secretary
Gail Conboy - Assistant Secretary

Addresses for all Officers: Caithness Enterprises, Inc., 565 5th Ave.,
29th floor, NY, NY, 10017

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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 "CAITHNESS ENTERPRISES, 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-FIRST DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAITHNESS ENTERPRISES, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2003.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2324259

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DATE: 03-21-03