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FOREIGN PROFIT QUALIFICATION

GRU Power Inc.

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RECEIVED
05 FEB 15 PM 4:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2005 FEB 15 AM 9:00
FILED

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. GRU Power Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 30-0282480
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 5, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607 1501 & 607 1502, F.S., to determine penalty liability)
7. 200 Park Avenue; General Counsel's Office New York, NY 10166
(Principal office address)

200 Park Avenue; General Counsel's Office New York, NY 10166
(Current mailing address)
8. Please See Annex B
(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 NOT acceptable)

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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, 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.

CT Corporation System
By: Michael J. Mitchell
(Registered agent's signature) Assistant Secretary
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:

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A. DIRECTORS

Chairman: Please see attached Annex A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Alan B. Kaplan

(Signature of Director or Officer listed in number 12 of the application)

14. Alan B. Kaplan Secretary

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

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Annex A

Officers and Directors as of December 31, 2004

GRU Power Inc.

Officers

+Mark Manski	Chairman, President and Chief Executive Officer
+Michael Montgomery	Chief Financial Officer
*Theresa Scott	Treasurer
+Alan B. Kaplan	Secretary
+Julie Grossman	Assistant Secretary
+Arthur J. Olsen	Vice President
+Ian R. Prior	Vice President
*Michael Mattera	Vice President
*Barry Berlin	Vice President
*Paul W. Sieber	Vice President
+Edward G. Hamway, Jr.	Vice President
*John Rodefeld	Vice President
*Michelle Turner	Vice President

- + 200 Park Avenue, New York, NY 10166
- * 200 Cedar Knolls Road, Whippany, NJ 07981

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Annex B

GRU Power Inc.

Stated Purpose

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and as permitted under the Florida Business Corporation Act.

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TALLAHASSEE, FLORIDA

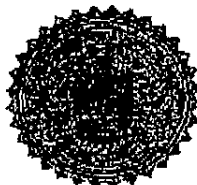
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRU POWER 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 ELEVENTH DAY OF FEBRUARY, A.D. 2005.

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



3858574 8300

050115858

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3680340

DATE: 02-11-05