

MAR-28-2005 12:18
Division of Corporations

CT CORPORATION

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

MxEnergy Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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TALLAHASSEE FLORIDA

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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. McEnergy 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. 06-1543530
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/13/99 5. Perpetual
(Date of incorporation) (Duration: Your 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. 595 Summer Street, Suite 300; Stamford, CT 06901
(Principal office address)
- 595 Summer Street, Suite 300, Stamford, CT 06901
(Current mailing address)
8. Retail sale of deregulated electrical service to residential and
small business consumers
(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. 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.


(Registered agent's signature)

**Michael J. Mitchell
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 - See Attached

Chairman: _____

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


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

14

Carol R. Artman-Hodge

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

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MxEnergy Inc.**Addendum to Application for Authorization
to Transact Business in Florida**

	Name	Address
Directors:	Daniel Bergstein, Chairman	75 East 55th Street New York, New York 10022-3205
	Carole R. Artman-Hodge, Vice Chairman	61 Rye Road Rye, NY 10580
	Jeffrey A. Mayer	26 Pequot Trail Westport, CT 06880
	John Stewart	4 Homewood Rd P.O. Box 3848 Woodbridge, CT 06525
	William Landuyt	140 Ocean Avenue Monmouth Beach, NJ 07750
	Stuart Porter	500 Boylston Street, 17th Fl. Boston, MA 02116
Officers:	Jeffrey A. Mayer, President and CEO	26 Pequot Trail Westport, CT 06880
	Carole R. Artman-Hodge, Executive V.P., COO and Secretary	61 Rye Road Rye, NY 10580
	John Glad, Treasurer	6 Wellington Court Danbury, CT 06811
	Chaitu Parikh, V.P. of Finance, CFO and Assistant Treasurer	43 Arborview Carmel, NY 10512
	Thomas W. Hartmann, Esq., General Counsel	595 Summer St. Ste. 300 Stamford, CT 06901

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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 "MXENERGY 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-FIFTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3768340

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DATE: 03-25-05