

To: +1 (850) 205-0383
Subject

From: Patricia Taglock

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F05000001967

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

RES AMERICA DEVELOPMENTS INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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From: Patricia Tadlock

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECRETARY OF STATE
TALLAHASSEE, 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. RES America Developments 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

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

3. 74-2962985

(FEI number, if applicable)

4. 8/17/00

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4501 Spicewood Springs Road, Suite 1040, Austin, TX 78759

(Principal office address)

4501 Spicewood Springs Road, Suite 1040, Austin, TX 78759

(Current mailing address)

8. Develop and operate wind energy facilities

(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: National Corporate Research, Ltd.

Office Address: 103 N. Meridian Street

Tallahassee

(City)

, 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.

National Corporate Research, Ltd.

By: Misty-Dawn Riley, as Asst. Secretary

(Registered agent's signature)

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: (See attached Rider) _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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. Ronald W. Garrity
(Signature of Director or Officer listed in number 12 of the application)

14. Ronald W. Garrity, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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**Rider to
Application by Foreign Corporation to Transact Business in Florida
RES AMERICA DEVELOPMENTS INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Item 12.A. Directors

Name	Title(s)	Address
Victor J. Fryling	Director	34369 Ramble Hills Farmington Hills, MI 48331
Brian Robert Lea Evans	Director	4501 Spicewood Springs Road, Suite 1040 Austin, Texas 78759
Jason Broadhead	Director	4501 Spicewood Springs Road, Suite 1040 Austin, Texas 78759

Item 12.B. Officers

Name	Title(s)	Address
Brian Robert Lea Evans	Vice President	4501 Spicewood Springs Road, Suite 1040 Austin, Texas 78759
Jason Broadhead	Chief Financial Officer, Treasurer and Assistant Secretary	4501 Spicewood Springs Road, Suite 1040 Austin, Texas 78759
Craig Matacznski	Chief Executive Officer and President	4501 Spicewood Springs Road, Suite 1040 Austin, Texas 78759
Andrew Oliver	Vice President (Technology)	4501 Spicewood Springs Road, Suite 1040 Austin, Texas 78759
Mark S. Hennigh	Secretary	c/o Greene Radovsky Maloney & Share LLP Four Embarcadero Center, Suite 4000 San Francisco, CA 94111
Ronald W. Garrity	Assistant Secretary	c/o Greene Radovsky Maloney & Share LLP Four Embarcadero Center, Suite 4000 San Francisco, CA 94111

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Delaware

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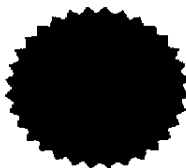
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RES AMERICA DEVELOPMENTS 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-NINTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RES AMERICA DEVELOPMENTS INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF AUGUST, A.D. 2000.

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

AUTHENTICATION: 3774078

DATE: 03-29-05

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