

To: FIL Dept of State  
Subject: 010001.594372

From: Tracy Spear

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**F06000006854**

Florida Department of State  
Division of Corporations  
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Fax Number : (850) 205-0381

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**RENEWABLE ENERGY SYSTEMS AMERICAS INC.**

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. Renewable Energy Systems Americas 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. 95-4683730

(FEI number, if applicable)

4. February 24, 1998

(Date of incorporation)

5. perpetual

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

6. April 1, 2006

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

7. 9050 Capital of Texas Highway North, Suite 390, Austin, TX 78759

(Principal office address)

9050 Capital of Texas Highway North, Suite 390, Austin, TX 78759

(Current mailing address)

8. holding company

(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: 515 East Park Avenue

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, Asst. Secretary

Misty Dawn Riley

(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.

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

A. DIRECTORS

Chairman: (See attached Rider)

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

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

14. Marcia Emmons, Secretary  
(Typed or printed name and capacity of person signing application)

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**Rider to  
Application by Foreign Corporation for  
Authorization to Transact Business in Florida  
RENEWABLE ENERGY SYSTEMS AMERICAS INC.**

**Item 12.A. Directors**

Name	Title(s)	Address
Victor J. Fryling	Chairman and and Director	34369 Ramble Hills Farmington Hills, MI 48331
Brian Robert Lea Evans	Director	9050 Capital of Texas Highway North, Suite 390 Austin, Texas 78759
Craig Mataczynski	Director	9050 Capital of Texas Highway North, Suite 390 Austin, Texas 78759
Gavin McAlpine	Director	Beaufort Court Egg Farm Lane Kings Langley Hertfordshire WD4 8LR United Kingdom
Ian David Mays	Director	Beaufort Court Egg Farm Lane Kings Langley Hertfordshire WD4 8LR United Kingdom
Chris Morgan	Director	Beaufort Court Egg Farm Lane Kings Langley Hertfordshire WD4 8LR United Kingdom
Michael R. O'Neill	Director	Beaufort Court Egg Farm Lane Kings Langley Hertfordshire WD4 8LR United Kingdom

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**Item 12.B. Officers**

Name	Title(s)	Address
Craig Mataczynski	President and Chief Operating Officer	9050 Capital of Texas Highway North, Suite 390 Austin, Texas 78759
Brian Robert Lea Evans	Senior Vice President, Development	9050 Capital of Texas Highway North, Suite 390 Austin, Texas 78759
Andrew Fowler	Vice President, Construction	9050 Capital of Texas Highway North, Suite 390 Austin, Texas 78759
Travis Wensjoe	Vice President and Treasurer	9050 Capital of Texas Highway North, Suite 390 Austin, Texas 78759
Marcia Emmons	Secretary	9050 Capital of Texas Highway North, Suite 390 Austin, Texas 78759
Chris Morrison	Assistant Secretary	9050 Capital of Texas Highway North, Suite 390 Austin, Texas 78759

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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 "RENEWABLE ENERGY SYSTEMS AMERICAS 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 THIRTIETH DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RENEWABLE ENERGY SYSTEMS AMERICAS INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1998.

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: 5158009

DATE: 10-30-06

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