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FOREIGN PROFIT/NONPROFIT CORPORATION

O & M Holding Company d/b/a O & M Holding Company of

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March 10, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: O&M HOLDING COMPANY OF DELAWARE, INC.
REF: W09000011047

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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. O&M Holding Company

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

O&M HOLDING COMPANY OF DELAWARE, INC.

(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. 26-3031890

(FEI number, if applicable)

4. 06/26/2008

(Date of incorporation)

5. Perpetual

(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. 20 S. Van Buren Ave., Barberton, OH 44203

(Principal office address)

P.O. Box 351, Barberton, OH 44203

(Current mailing address)

8. operation and maintenance services for owners and operators of electric generating 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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

C T Corporation System

By: 

(Registered agent's signature)

E.A. Wallace
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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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. Robert E. Stumpf, Asst. Secretary

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

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O&M Holding Company

Board of Directors

<u>Name</u>	<u>Address</u>
Theodore J. Dalheim Jr.	20 S. Van Buren Avenue Barberton, OH 44203
James S. Kulig	20 S. Van Buren Avenue Barberton, OH 44203
Penny Sherrod	20 S. Van Buren Avenue Barberton, OH 44203

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
James S. Kulig	President	20 S. Van Buren Avenue Barberton, OH 44203
Penny Sherrod	Vice President and General Manager	20 S. Van Buren Avenue Barberton, OH 44203
James Carroll Lewis	Treasurer	777 N. Eldridge Parkway Houston, TX 77079
Janet Duncan	Assistant Treasurer	777 N. Eldridge Parkway Houston, TX 77079
Stephen Clinton Howard	Assistant Treasurer	777 N. Eldridge Parkway Houston, TX 77079
Liane K. Hinrichs	Secretary	777 N. Eldridge Parkway Houston, TX 77079
Benjamin H. Bash	Assistant Secretary	777 N. Eldridge Parkway Houston, TX 77079
Jill J. Dolhonde	Assistant Secretary	777 N. Eldridge Parkway Houston, TX 77079
Michael J. Grady	Assistant Secretary	800 Main Street Lynchburg, VA 24504
Donald E. Howdysell	Assistant Secretary	20 S. Van Buren Avenue Barberton, OH 44203
Robert E. Stumpf	Assistant Secretary	777 N. Eldridge Parkway Houston, TX 77079

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "O&M HOLDING COMPANY" 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 FIFTH DAY OF MARCH, A.D. 2009.

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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090242258

You may verify this certificate online
at Corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7170714

DATE: 03-05-09