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Division of Corporations
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RESUBMIT

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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

MARUBENI TAQA CARIBBEAN LTD.

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October 23, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: MARUBENI TAQA CARIBBEAN LTD.
REF: W09000047262

RESUBMIT

Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000225559
Letter Number: 309A00033782

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. Marubeni TAQA Caribbean Ltd. Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Bahamas 3. 98-0511035
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/7/2007 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 3/20/2009
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1165 Northchase Parkway, Suite 195, Marietta GA 30067
(Principal office address)
- same
(Current mailing address)

8. energy 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)

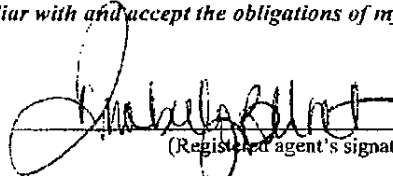
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

 Kimberly B. Moret
(Registered agent's signature) as its agent

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: Tomofumi FukudaAddress: 1165 Northchase Parkway, Suite 195, Marietta GA 30067Director
Vice Chairman: Carl SheldonAddress: 24 Frank Lloyd Wright Drive Suite J3200 Ann Arbor, MI 48106Director: Richard MukhtarAddress: 24 Frank Lloyd Wright Drive Suite J3200 Ann Arbor, MI 48106Director: Seiji KawamuraAddress: 1165 Northchase Parkway, Suite 195, Marietta GA 30067

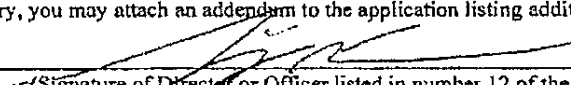
B. OFFICERS

President: Tom SamsonAddress: 1165 Northchase Parkway, Suite 195, Marietta GA 30067Sr.
Vice President: Seiji KawamuraAddress: 1165 Northchase Parkway, Suite 195, Marietta GA 30067Secretary: Seiji KawamuraAddress: 1165 Northchase Parkway, Suite 195, Marietta GA 30067

Treasurer: _____

Address: _____

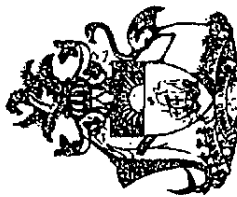
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)14. Seiji Kawamura, Secretary

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

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TALLAHASSEE, FLORIDA

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COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT 2000
(No. 45 of 2000)

IBC 08

CERTIFICATE OF GOOD STANDING

(Section 189)

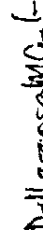
No. 147591 B

Marubeni TAQA Caribbean Ltd. *I, **DELLERESE M. GRANT**, Assistant Registrar General of The Bahamas, DO HEREBY CERTIFY:

1. The above Company was duly continued under the provision of the International Business Companies Act 2000, (No. 45 of 2000) on the 7th day of March 2007 as a Company No. 147591 of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections 175 and 194 of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

* FORMERLY MaruEnergy Caribbean, Ltd.
FORMERLY Mirant Caribbean Holdings, Ltd.

Given under my hand and seal at Nassau in the
Commonwealth of The Bahamas this **5th day**
of October, 2009


Assistant Registrar General

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