

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
NOBLE AMERICAS GAS & POWER CORP.**

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 APR 22 AM 9:59

APPROVED
AND
FILED

10 APR 22 PM 3:30

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Handwritten signature/initials

**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. Noble Americas Gas & Power Corp.
(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. 27-0846540
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 07/08/2009 5. Perpetual
(Date of incorporation) (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. 333 Ludlow Street, Suite 1230
(Principal office address)
- Stamford, CT 06902
(Current mailing address)

8. Trading physical & financial electricity & natural gas in the U.S., Mexico and Canada
(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.

Corporation Service Company

By: Michelle Plannan
(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDAChairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

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. Richard A. DiDonna, President

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

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10 APR 22 AM 10:00

Noble Americas Gas & Power Corp.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors

1. Theodore W. Robinson - 333 Ludlow Street, Ste. 1230 Stamford, CT 06902
2. Laura A. Crays -- 333 Ludlow Street, Ste. 1230 Stamford, CT 06902
3. Stephen J. Marzo -- 18/F MassMutual Tower, 38 Gloucester Road, Hong Kong

Officers

333 Ludlow Street, Ste. 1230
Stamford, CT 06902

1. Richard A. DiDonna - President
2. Stephen Jeffrey Marzo -- Executive Vice President
3. Thomas M. Coletti - Executive Vice President -- Power & Gas Trading
4. Gregg Penman -- Executive Vice President -- Gas Trading
5. Arnon Storfer - Executive Vice President -- Gas Trading
6. Laura A. Crays -- Chief Financial Officer
7. Eric B. Twombly - Treasurer
8. Lou Santore -- Vice President - Operations
9. Nancy E. Thomas - Secretary

APPROVED
AND
FILED

10 APR 22 AM 10:00

Delaware

*The First State*SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NOBLE AMERICAS GAS & POWER CORP." 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-SECOND DAY OF APRIL, A.D. 2010.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NOBLE AMERICAS GAS & POWER CORP." WAS INCORPORATED ON THE EIGHTH DAY OF JULY, A.D. 2009.

4707154 8300

100410660

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7947402

DATE: 04-22-10