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To:

Division of Corporations

Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I2000000195 : (850)521-1000 Fax Number : (850)558-1515

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

Email Address:\_

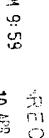
## FLORIDA PROFIT/NON PROFIT CORPORATION NOBLE AMERICAS GAS & POWER CORP.

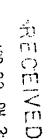
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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Noble Americ	cas Gas & Power Corp.			
(Enter name of c	orporation; must include "INCORPORAT orp," "Inc," "Co," or "Corp.")	ED	," "COMPANY," "CORPORATION,"	-
(If nome unavail	able in Florida, enter alternate comorate a		adopted for the purpose of transacting business in Florida)	_
-	•		· · · · · · · · · · · · · · · · · · ·	
2. Delaware		_ 3.	(FEI number, if applicable)	_
(State or country	under the law of which it is incorporated)		(FEI number, if applicable)	
4, 07/08/2009			Perpetual	_
(Date	of incorporation)		(Duration: Year corp. will cease to exist or "perpetual")	
6.				
	(SEE SECTIONS 607,1501 & 60		in Florida, if prior to registration) 502, F.S., to determine penalty liability)	O APR
7. 333 Ludlow St				22
Stamford, CT	(Principal office 06902	add	ress)	2
	(Current mailing		RIGHT	AH 9:59
	cal & financial electricity & natura			_
(Purpose(s	o) of corporation authorized in home state	OF C	ountry to be carried out in state of Florida)	
9. Name and stree	et address of Florida registered agent:	(P.C	D. Box NOT acceptable)	
Name:	Corporation Service Company			
Office Address:	1201 Hays Street		<del></del>	
	Tallahassee		Florida 32301	
	(City)		, Florida 32301 (Zip code)	
Having been nam designated in this further agree to c and I am familiar	application, I hereby accept the appoomply with the provisions of all status with and accept the obligations of my corporation Service Company	intr es r	ice of process for the above stated corporation at the ment as registered agent and agree to act in this capa relative to the proper and complete performunce of m sition as registered agent.	city. I
<u> </u>	y: Wuchelle & Lanuor (Registered agent's signat	u)e)	,	
	= *		•	

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:

3/005



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SECRETARY OF STATE TALLAHASSEE, FLORIDA A. DIRECTORS Chairman: See attached Address: Vice Chairman: Address: \_\_\_ Director: \_ Address: \_ Director: \_\_\_\_ Address: **B. OFFICERS** President: See attached Vice President: Address: \_\_ Secretary: Address: Treasurer: \_\_ Address: NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Richard A. DiDonna, President

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

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### 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

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## The First State

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 on at corp.delaware.gov/authver.shtml

AUTHENT CATION:

DATE: 04-22-10