

JOHN J. FLAHERTY
 PATRICK M. BELIVEAU
 HAROLD C. PACIOS
 MICHAEL J. GENTILE
 RICHARD H. SPENCER, JR.
 KEITH A. POWERS
 CHRISTOPHER D. NYHAN
 ERIC P. STAUFFER
 JONATHAN S. PIPER
 DANIEL RAPAPORT
 JOHN P. DOYLE, JR.
 BRUCE C. GERRITY
 ANTHONY W. BUXTON
 JEFFREY T. EDWARDS
 MICHAEL G. MESSERSCHMIDT

RANDALL S. WEILL
 JAMES C. PITNEY, JR.
 EVAN M. HANSEN
 VIRGINIA E. DAVIS
 EDWARD R. BENJAMIN, JR.
 LEONARD M. GULINO
 DENNIS C. SHREGA
 GEOFFREY K. CUMMINGS
 ESTELLE A. LAYOR
 SUSAN E. LOGHUDGE
 MICHAEL KAPLAN
 MICHAEL L. SHEEHAN
 JOSEPH G. DONAHUE
 DAVID B. VAN SLYKE

PORTLAND, MAINE 04104-7410
 (207) 791-3000
 TELEFAX (207) 791-3111

AUGUSTA OFFICE
 45 MEMORIAL CIRCLE
 P.O. BOX 1058
 AUGUSTA, MAINE 04302-1058
 (207) 623-5380
 TELEFAX (207) 623-2914

NELSON J. LARKINS
 MARK R. LEDUC
 STEPHEN E. F. LANGSDORF
 JAMES E. PIPPS
 JEANNE T. CONNOR CONNOR
 JOHN P. McVEIGH
 MARILYN E. MISTRETTA
 ELIZABETH A. OLIVIER
 DEIRDRE M. O'CALLAGHAN

JEFFREY M. SULLIVAN
 SCOTT T. RODGERS
 KEVIN J. BEAL
 RICHARD L. SUTER
 JEFFREY P. RUSSELL
 CARL W. TOURIGNY
 TIMOTHY J. BRYANT
 ELIZABETH J. WYMAN
 JODIE S. SULLIVAN

OF COUNSEL

ROBERT F. PRETI
 ALBERT J. BELIVEAU, JR.
 ROBERT W. SMITH

ANN R. ROBINSON
 CHARLES F. DINGMAN

May 25, 1995

Florida Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, Florida 32314

400001505364
 -06/02/95--01108--001
 *****70.00 *****70.00

RE: Sebago Energy Conservation Corporation

Dear Sir or Madam:

With reference to the above entitled Maine corporation, please accept the following documents for filing:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida.
2. Certificate of Good Standing issued by the Maine Secretary of State and dated April 11, 1995.
3. A Company check in the amount of \$70, made payable to the "Florida Department of State" for the required filing fee.

Please return evidence of this filing to me at the following address:

Preti, Flaherty, Beliveau & Pachios
 P.O. Box 11410
 Portland, ME 04104-7410

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 JUN - 6 AM 8:15
 6/6

Should you have any questions concerning the enclosed, please do not hesitate to call me at (207) 791-3000 ext. 3138. Thank you for your time and assistance, it is appreciated.

Sincerely,

Ann S. McKowen
 Corporate Paralegal

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Sebago Energy Conservation Corporation

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Maine

(State or country under the law of which it is incorporated)

3. 01-0475049

(FEI number, if applicable)

4. February 14, 1992

(Date of Incorporation)

5. Perpetual

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

6. January 1, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 410 Highland Avenue, Suite 10

Cheshire, CT 06410

(Current mailing address)

8. To carry on any business permitted by the laws of the State of

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

Florida to a corporation organized under the Florida Business Corporation Act, including but not limited to institutional and

9. Name and street address of Florida registered agent: commercial lighting

The Prentice-Hall Corporation

Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, 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.

The Prentice-Hall Corporation System, Inc.

By: J. S. [Signature]

(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -6 AM 8:15

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

A. DIRECTORS

Chairman: Vacant

Address: _____

Vice Chairman: Vacant

Address: _____

Director: Kevin F. Murray (Sole Director)

Address: 837 Wallingford Road

Cheshire, CT 06410

Director: _____

Address: _____

B. OFFICERS

President: Kevin F. Murray

Address: 837 Wallingford Road

Cheshire, CT 06410

Vice President: _____

Address: _____

Secretary: Vacant - the office of the Secretary

Address: is not a statutory requirement in the

State of Maine

Treasurer: Kevin F. Murray

Address: 837 Wallingford Road

Cheshire, CT 06410

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Kevin F. Murray, President
(Typed or printed name and capacity of person signing application)

State of Maine



Department of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment, and dissolution of corporations and annual reports filed by the same.

I further certify that SEBAGO ENERGY CONSERVATION CORPORATION is a duly organized corporation under the laws of the State of Maine and that the date of incorporation is 02/14/1992.

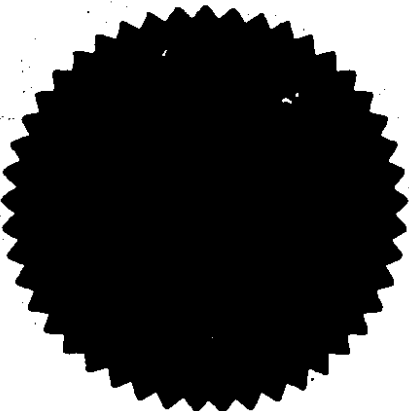
I further certify that said corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing corporation in good standing under the laws of the State of Maine at the present time.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN - 6 AM 8:15

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed, given under my hand at Augusta, April 11, 1995.

Bill Diamond

BILL DIAMOND
Secretary of State



Authentication: 17405829

F95000002697

Request

LAW OFFICES

PRETI, FLAHERTY, BELIVEAU & PACHIOS

(Att)

443 CONGRESS STREET

P.O. BOX 11410

PORTLAND, MAINE 04104-7410

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

700001681527

-01/18/96--01025--017

*****35.00 *****35.00

FILED
96 JAN 17 AM 7:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) _____ (Document #) _____
2. _____
(Corporation Name) _____ (Document #) _____
3. _____
(Corporation Name) _____ (Document #) _____
4. _____
(Corporation Name) _____ (Document #) _____

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS

Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS

Annual Report
Fictitious Name
Name Reservation

REGISTRATION/
QUALIFICATION

Foreign
Limited Partnership
Reinstatement
Trademark
Other

Withdraw.

VS JAN 24 1996

Examiner's Initials

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Sebago Energy Conservation Corporation

(Name of Corporation)

Maine

(Incorporated Under Laws Of)

FILED
96 JAN 17 AM 7:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

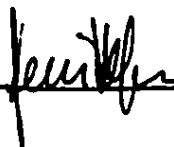
c/o Preti, Flaherty, Beliveau & Pachios
P.O. Box 11410

(Mailing Address)

Portland, ME 04104-7410

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

✓ 

Signature

President/Sole Director
Title

Kevin F. Murray

Typed or printed name

11/28/95

Date

ENTERED REC 19 1995