



THE UNITED STATES
CORPORATION
COMPANY

F9700000 6146

ACCOUNT NO. : 072100000032

REFERENCE : 607077 4366091

AUTHORIZATION :

Patricia P. [Signature]

COST LIMIT : \$ 131.25

ORDER DATE : November 19, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 607077-005

CUSTOMER NO: 4366091

500002352775--2

CUSTOMER: Sue Smith, Paralegal
Citizens Utilities Company
3 High Ridge Park

6

Stamford, CT 06905

FOREIGN FILINGS

NAME: CITIZENS PUBLIC WORKS SERVICE
COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

RECEIVED
97 NOV 20 AM 11:35
DIVISION OF CORPORATION

97 NOV 20 PM 1:14
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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:

CITIZENS PUBLIC WORKS SERVICE COMPANY

1. (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. DELAWARE (State or country under the law of which it is incorporated) 3. 06-1428834 (FEI number, if applicable)

4. April 5, 1995 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

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

7. 3 High Ridge Park
Stamford, CT 06905
(Current mailing address)

8. provision of operation and maintenance services for utilities and governmental entities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

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.

By:

Gail Shealy
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Edward O. Kipperman

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

14. Edward O. Kipperman, Vice President

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

ATTACHMENT I

Directors and Officers
Citizens Public Works Service Company

Note: All business addresses are:

c/o Citizens Public Works Service
Company
3 High Ridge Park
Stamford, CT 06905

DIRECTORS:

Daryl A. Ferguson	Director
Primary : 420 Pitkin Hollow	
Address : Trumbull, CT 06611	
Leonard Tow	Director
Primary : 160 Lantern Ridge Road	
Address : New Canaan, CT 06840	
Ronald E. Walsh	Director
Primary : 21 Salem Road	
Address : Fairfield, CT 06430	

OFFICERS:

Daryl A. Ferguson	President
Primary : 420 Pitkin Hollow	
Address : Trumbull, CT 06611	
Robert J. DeSantis	Vice President, Treasurer, CFO and Assistant Secretary
Primary : 222 Dudley Road	
Address : Wilton, CT 06897	
Edward O. Kipperman	Vice President
Primary : 18 Briarcliff Road	
Address : New City, NY 10956	
J. Michael Love	Vice President
Primary : High Ridge Park	
Address : Stamford, CT 06905	
L. Russell Mitten	Vice President, General Counsel and Assistant Secretary
Primary : 10 Bank Drive	
Address : Wilton, CT 06897	
Robert L. O'Brien	Vice President
Primary : 377 Glenbrook Road, #8	
Address : Stamford, CT 06906	
Livingston E. Ross	Vice President, Energy
Primary : 1274 Village Avenue	
Address : Baldwin, New York 11510	
Ronald E. Walsh	Vice President & Assistant Secretary
Primary : 21 Salem Road	

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Address : Fairfield, CT 06430

Charles J. Weiss
Primary : 90 Buckfield Lane
Address : Greenwich, CT 06831

Secretary and Assistant Vice President

Laura L. DiPreta

Primary : 12 Cobblers Lane
Address : Norwalk, CT 06851

Assistant Vice President and Assistant
Controller

Susan M. Redner

Primary : 333 North State Road, #47
Address : Birarcliff Manor, NY 10510

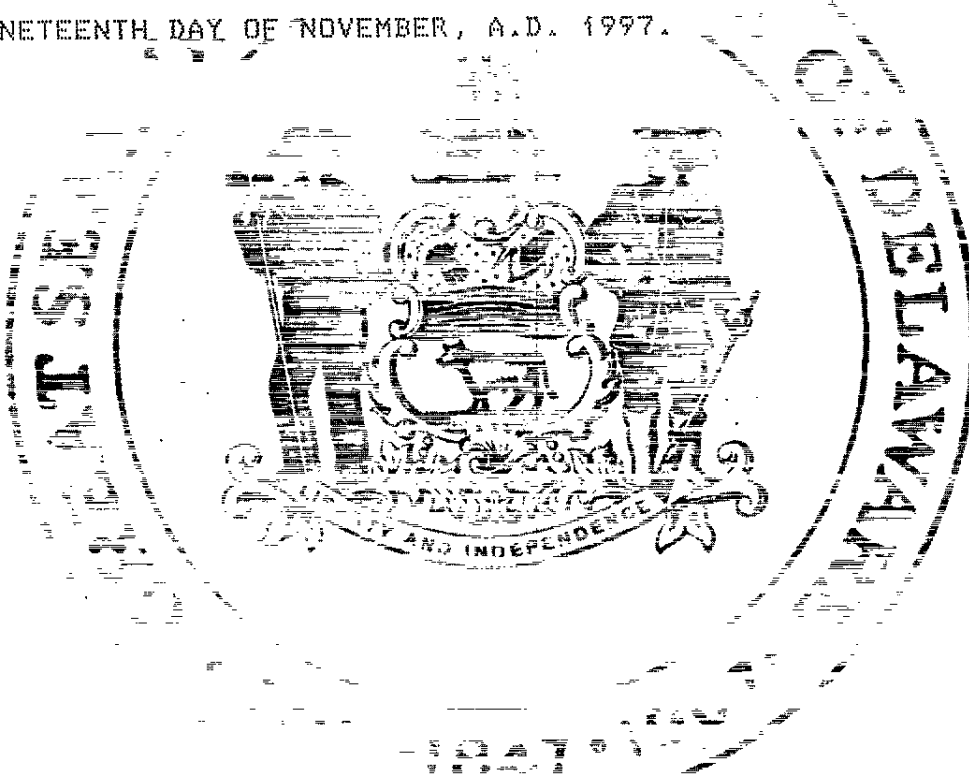
Assistant Secretary

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CITIZENS PUBLIC WORKS SERVICE 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 NINETEENTH DAY OF NOVEMBER, A.D. 1997.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8766778

DATE:

11-19-97