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F98000002293

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

NMI Energy Solutions, Inc.

800002496408-4

04/22/98 01045-009
*****70.00 *****70.00

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DIVISION OF CORPORATIONS

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. NUI Energy Solutions, Inc.
(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. 22-3555211
(FEI number, if applicable)

4. November 19, 1997
(Date of incorporation)

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

6. Not yet (Upon Qualification)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 550 Route 202-206, (P.O. Box 760)
Bedminster, New Jersey 07921-0760
(Current mailing address)

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8. General corporate activities authorized by state of incorporation
(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:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

Charles W. Meyer

(Registered agent's signature) (Officer)

CHARLES W. MEYER

SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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:

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

Chairman: John Kean, Jr.

Address: NUI Energy Solutions, Inc.
Route 202-206, Bedminster, NJ 07921-0760

Vice Chairman: _____

Address: _____

Director: Richard L. Gruber

Address: NUI Energy Solutions, Inc.
Route 202-206, Bedminster, NJ 07921-0760

Director: A. Mark Abramovic

Address: NUI Energy Solutions, Inc.
Route 202-206, Bedminster, NJ 07921-0760

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

President: Richard L. Gruber

Address: NUI Energy Solutions, Inc.
Route 202-206, Bedminster, NJ 07921-0760

Vice President: Not applicable

Address: _____

Secretary: James R. Van Horn

Address: NUI Energy Solutions, Inc.
Route 202-206, Bedminster, NJ 07921-0760

Chief Financial
Officer

~~Treasurer~~

A. Mark Abramovic

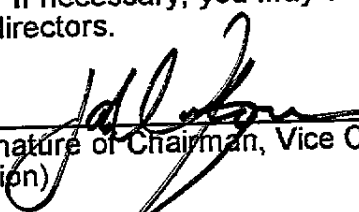
Address:

NUI Energy Solutions

Route 202-206, Bedminster, NJ 07921-0760

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.

James R. Van Horn, Secretary

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

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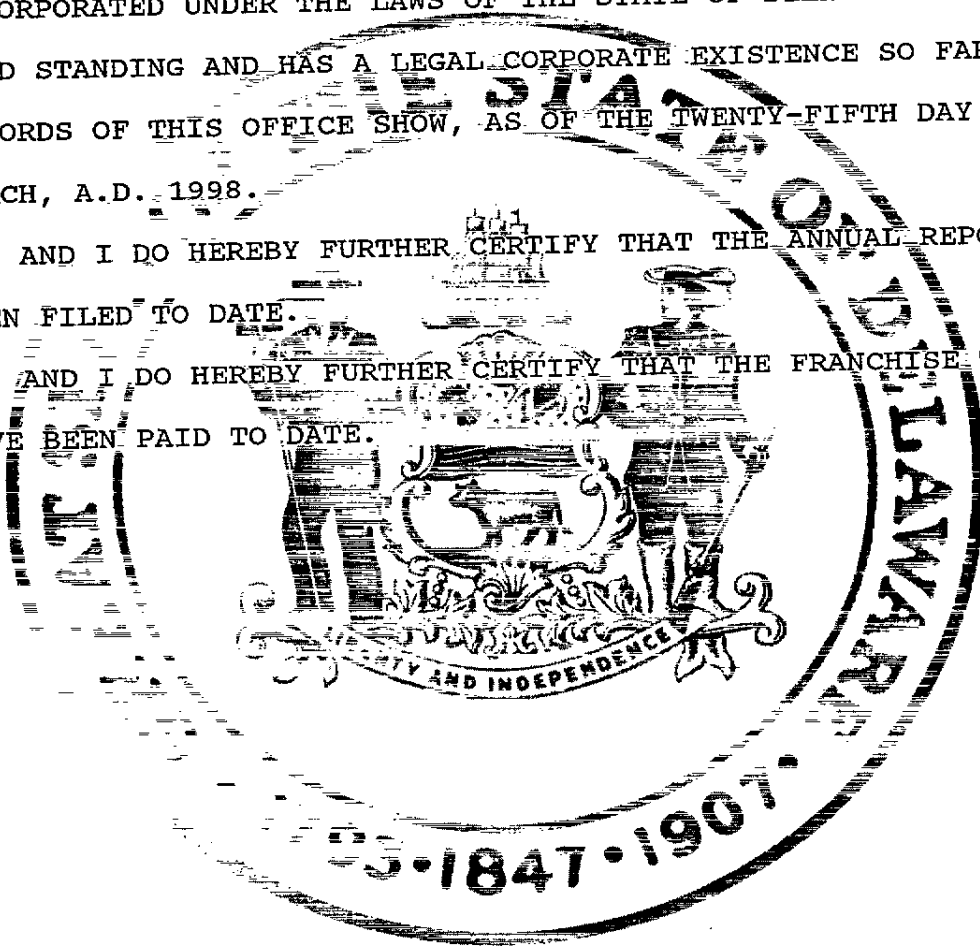
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NUI ENERGY SOLUTIONS, INC." 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-FIFTH DAY OF MARCH, A.D. 1998.

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.



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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