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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: BARNETT, BOLT, KIRKWOOD & LONG
CONTACT: YOLANDA A TULLO
PHONE: (813)253-2020

ACCT#: 072731001155

FAX #: (813)251-6711

NAME: UTILITY PARTNERS, INC.

AUDIT NUMBER.....H98000010760

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

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5 Pages

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M96-260

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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. Utility Partners, 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. Applied For

(FEI number, if applicable)

4. 4-27-98

(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 617.155 F.S.)

7. 600 North Westshore Boulevard, Suite 1200

Tampa, Florida 33609

(Current mailing address)

8. Any lawful business.

(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: Timothy A. Reed

Office Address: 600 North Westshore Blvd., Suite 1200

Tampa, Florida 33609

(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.

(Signature of Timothy A. Reed)

TIMOTHY A. REED

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.

Leslie Wager Hudock, Esquire
BARNETT, BOLT, KIRKWOOD & LONG
601 Bayshore Blvd., Suite 700
Tampa, FL 33606
813-253-2020
Fla. Bar No. 650706

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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

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President:

Address:

Vice President:

Address:

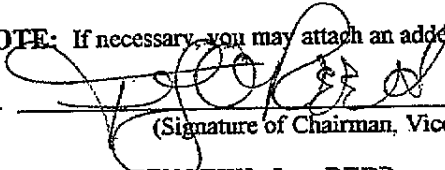
Secretary:

Address:

Treasurer:

Address:

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. TIMOTHY A. REED
(Typed or printed name and capacity of person signing application)

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DIRECTORS:

Michael O. Maffie
5241 Spring Mountain Road
Las Vegas, NV 89102

George C. Biehl
5241 Spring Mountain Road
Las Vegas, NV 89102

Timothy A. Reed
600 North Westshore Boulevard
Suite 1200
Tampa, FL 33609

James F. Kennedy
600 North Westshore Boulevard
Suite 1200
Tampa, FL 33609

Kimberly Eads
Geocapital IV, L.P.
One Bridge Plaza
Fifth Floor
Fort Lee, NJ 07024

Harry Gruner
JMI Equity Fund, LP
1119 St. Paul Street
Baltimore, MD 21202

OFFICERS:

President & Secretary: Timothy A. Reed
600 North Westshore Boulevard
Suite 1200
Tampa, FL 33609

Senior Vice President: James F. Kennedy
600 North Westshore Boulevard
Suite 1200
Tampa, FL 33609

Senior Vice President: Paul V. Brooks
600 North Westshore Boulevard
Suite 1200
Tampa, FL 33609

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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 "UTILITY PARTNERS, 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 FOURTEENTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9081878

DATE:

05-14-98