

L98000002054

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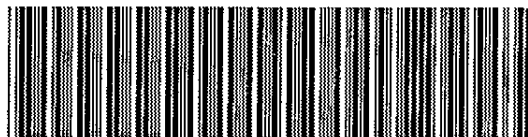
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TALLAHASSEE, FLORIDA

J. BRYAN JAN 6 2003

CT CORPORATION

December 31, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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2003 JAN -2 PM 1:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Order #: 5758489 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Nevada Geothermal Holdings, L.L.C. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 2, 2003

CT CORPORATION SYSTEM

SUBJECT: NEVADA GEOTHERMAL HOLDINGS L.L.C.
Ref. Number: L98000002054

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03 JAN -6 PM 12:03
DIVISION OF CORPORATIONS

We have received your document for NEVADA GEOTHERMAL HOLDINGS L.L.C. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The principal place of business of the surviving limited liability company must be consistent wherever it appears in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 503A00000126

Please back-date
[Signature]
[Signature]

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
NEVADA GEOTHERMAL HOLDINGS L.L.C.,
a Florida limited liability company
into
OTG, LLC,
a Delaware limited liability company

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TALLAHASSEE, FLORIDA

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") and Section 608.438 of the Florida Limited Liability Company Act (the "Florida Act"), the undersigned surviving limited liability company submits the following Articles of Merger for filing and certifies that:

1. The name and jurisdiction of formation of each of the entities which are to merge are as follows:

Name:

Jurisdiction:

Nevada Geothermal Holdings L.L.C.

Florida

#L98000002054

OTG, LLC

Delaware

2. The effective date of the merger shall be the date on which these Articles of Merger are filed with the Secretary of State of Florida and the Certificate of Merger is filed with the Secretary of State of the State of Delaware.
3. The name of the surviving limited liability company is OTG, LLC, a Delaware limited liability company (the "Surviving Company"), whose address is c/o CT Corporation, 1209 Orange Street, Wilmington, DE 19801.
4. The Agreement and Plan of Merger, dated as of December 30, 2002 (the "Agreement and Plan of Merger"), between the Surviving Company and Nevada Geothermal Holdings L.L.C. has been approved by each of the (i) member of Nevada Geothermal Holdings L.L.C. on December 12, 2002 and (ii) member of the Surviving Company on December 12, 2002.
5. The Delaware Act and the Florida Act each permit the merger of Nevada Geothermal Holdings L.L.C. into the Surviving Company, and the Surviving Company has complied with all requirements of the Delaware Act and the Florida Act in effecting the merger.
6. The Agreement and Plan of Merger is on file with the Company at 700
Universe Boulevard, Juno Beach, FL 33408.

7. A copy of the Agreement and Plan of Merger shall be furnished by the Surviving Company, on request and without cost, to any shareholder or member of any company that is a party to this merger or to any person holding an interest in any company that is a party to this merger.
8. The Surviving Company hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of Nevada Geothermal Holdings L.L.C.
9. The Surviving Company agrees to promptly pay to the dissenting members of Nevada Geothermal Holdings L.L.C. the amount, if any, to which they are entitled under Section 607.1302 of the Florida Act.

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of the 30th day of December, 2002, and are being filed in accordance with Section 18-209 of the Delaware Act and Section 607.1109 of the Florida Act by an authorized person of the surviving limited liability company in the merger.

OTG, LLC

By: 

Name: Edward F. Tancer

Title: Secretary

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

of

**NEVADA GEOTHERMAL HOLDINGS L.L.C.,
a Florida limited liability company**

with and into

**OTG, LLC,
a Delaware limited liability company**FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

This Agreement and Plan of Merger (this "Agreement") is entered into this 30th day of December, 2002 between Nevada Geothermal Holdings L.L.C., a Florida limited liability company ("Nevada Geothermal"), and OTG, LLC, a Delaware limited liability company (the "Company").

Recitals

A. The Florida Limited Liability Company Act (the "Florida Act"), the Delaware Limited Liability Company Act (the "Delaware Act"), the Articles of Organization of Nevada Geothermal and the Limited Liability Company Agreement of the Company each permit the merger of Nevada Geothermal with and into the Company.

B. The sole member of Nevada Geothermal and the sole member of the Company deem it advisable and beneficial to the welfare of each such company and its respective members, to merge Nevada Geothermal with and into the Company.

C. This Agreement was approved by unanimous written consent of each of (i) the sole member of Nevada Geothermal on December 12, 2002 and (ii) the sole member of the Company on December 12, 2002.

NOW, THEREFORE, in consideration of the mutual promises and covenants in this Agreement, and other good and valuable consideration, the receipt and adequacy of which are hereby conclusively acknowledged, the parties, intending to be legally bound, agree as follows:

PLAN

1. **Merger and Surviving Company.** Subject to the terms and conditions of this Agreement and in accordance with the Florida Act and the Delaware Act, at the Effective Time (as defined below), Nevada Geothermal shall be merged with and into the Company, whose address is c/o 1209 Orange Street, County of New Castle, Wilmington, DE 19801. The Company shall be the

surviving company (the "Surviving Company") and shall continue to be governed by the laws of the State of Delaware (including, without limitation, the Delaware Act). From and after the Effective Time, the separate existence of Nevada Geothermal shall cease. ESI Energy, LLC is located at 700 Universe Boulevard, Juno Beach, FL 33408 and is the managing member of OTG, LLC.

2. Effective Time. The Merger shall become effective at the time that the (i) the Articles of Merger have been filed with the Secretary of State of the State of Florida and (ii) a Certificate of Merger has been filed with the Secretary of State of the State of Delaware (the "Effective Time").

3. Limited Liability Company Agreement. The Limited Liability Company Agreement of the Company as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect with no change as the Limited Liability Company Agreement of the Surviving Company, and such Limited Liability Company Agreement may thereafter be amended and/or restated as provided therein and by the Delaware Act.

4. Management after the Merger. At the Effective Time, the member and officers of the Company immediately prior to the Effective Time will become the member and officers of the Surviving Company, each to hold office in accordance with the Limited Liability Company Agreement of the Surviving Company and the Delaware Act and until the earlier of such member's or officer's removal or the election or appointment of such member's or officer's successor, as the case may be. The Surviving Company shall be managed by its members and officers and shall not be managed by a Manager.

5. Rights and Liabilities of Surviving Company. At the Effective Time, all of the properties, rights, privileges, powers and franchises of Nevada Geothermal and the Company will vest in the Surviving Company, and all debts, liabilities and duties of Nevada Geothermal and the Company will become the debts, liabilities and duties of the Surviving Company.

6. Conversion of Membership Interests. Each of the membership interests in Nevada Geothermal shall convert to an equal membership interest in the Company.

7. Representations and Warranties of Nevada Geothermal. Nevada Geothermal represents and warrants that it is a limited liability company duly formed, validly existing and in good standing under the laws of the State of Florida, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

8. Representations and Warranties of the Company. The Company represents and warrants that it is a limited liability company duly formed, validly existing and in good standing under the laws of the State of Delaware, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

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PM 1:45
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CORPORATIONS

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Delaware, without regard to conflicts of law principles.

10. Counterparts. This Agreement may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed
as of the day and year first written above.

NEVADA GEOTHERMAL HOLDINGS L.L.C.
NG ACQUISITION L.L.C., its sole member
By: ESI ENERGY, LLC, its sole member
a Delaware limited liability company

By: 
Name: Edward F. Tancer
Title: Assistant Secretary

OTG, LLC,
a Delaware limited liability company

By: 
Name: Edward F. Tancer
Title: Secretary

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