



MDI 000 000 000 821

ACCOUNT NO. : 072100000032

REFERENCE : 109114 7111016

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 125.00

ORDER DATE : April 9, 2001

ORDER TIME : 1:24 PM

ORDER NO. : 109114-010

CUSTOMER NO: 7111016

100003993091--1

CUSTOMER: Ms. Audra L. Adair
Southern Company Services,
Suite 1400
270 Peachtree Street
Atlanta, GA 30303

FOREIGN FILINGS

NAME: SOUTHERN COMPANY ENERGY
SOLUTIONS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

APR 11 PM 3:22

NOT INTENDED
TO BE KNOWLEDGE
SUFFICIENCY OF FILING

RECEIVED
T. J. HARRIS
FBI

APR 11 11 00 AM '01

APR 11 11 00 AM '01

VB
4/12/01

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. SOUTHERN COMPANY ENERGY SOLUTIONS, LLC
(Name of foreign limited liability company)
2. DELAWARE 3. 58-21603305
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 2/28/01 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 241 RALPH MCGILL BOULEVARD
ATLANTA, GA 30308
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

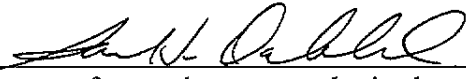
9. The name and usual business addresses of the managing members or managers are as follows:

SEE ATTACHED RIDER

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

ENERGY MANAGEMENT SERVICES


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SAM H. DABBS, JR.

Typed or printed name of signee

CLERK OF COURT
JAN 11 11 43 AM '01
CLERK OF COURT

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SOUTHERN COMPANY ENERGY SOLUTIONS, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Deborah D. Skipper
(Signature)

Deborah D. Skipper
Asst. Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

RECEIVED
MAR 11 AM 8:16
TALLAHASSEE
FLORIDA

Directors, Officers Report

Southern Company Energy Solutions, LLC

OFFICERS

Bertram E. Sears Primary Address:	President 241 Ralph McGill Boulevard Atlanta, GA 30308
Michael E. Ellis Primary Address:	Vice President 241 Ralph McGill Boulevard Atlanta, GA 30308
Tommy Chisholm Primary Address:	Secretary 270 Peachtree Street Atlanta, GA 30303
Allen L. Leverett Primary Address:	Treasurer 270 Peachtree Street Atlanta, GA 30303
Sam H. Dabbs, Jr. Primary Address:	Assistant Secretary 270 Peachtree Street, N.W. Atlanta, GA 30303

MANAGERS

H. Allen Franklin Primary Address:	Manager 270 Peachtree Street Atlanta, GA 30303
Elmer B. Harris Primary Address:	Manager 600 North 18th Street Birmingham, AL 35203
Gale E. Klappa Primary Address:	Manager 270 Peachtree Street Atlanta, GA 30303
David M. Ratcliffe Primary Address:	Manager 241 Ralph McGill Boulevard Atlanta, GA 30308
Bertram E. Sears Primary Address:	Manager 241 Ralph McGill Boulevard Atlanta, GA 30308

APPROVED
DATE
BY
2011 07 08 10
2011 07 08 10
2011 07 08 10

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN COMPANY ENERGY SOLUTIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF APRIL, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3359330 8300

010172839

AUTHENTICATION: 1071035

DATE: 04-09-01

01 APR 11 AM 8:16
OFFICE OF THE SECRETARY OF STATE
DELAWARE