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CR2E031 (1-89)

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: Energy Equipment Leasing LLC (Name of foreign limited liability company) Delaware (FEI number, if applicable) (Jurisdiction under the law of which foreign limited liability company is organized) Perpetual November 12 1998 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") Upon qualification. (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) c/o Trigen Energy Corporation, One Water Street, White Plains, New York 10601 (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: Thomas R. Casten, Trigen Energy Corp., One Water St., White Plains, NY 10601 Richard E. Kessel, Trigen Energy Corp., One Water St., White Plains, NY 10601 James E. Rogers, Cinergy Corp., 139 E. Fourth St., Cincinnati, OH 45202 Donald B. Ingle, Jr., Cinergy Corp., 139 E. Fourth St., Cincinnati, OH 45202 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.) Leasing 11. Nature of business or purposes to be conducted or promoted in Florida: equipment. 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.) Vincent J. Farago Typed or printed name of signee

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 Comp	pany is:	
Energy	r Equipment Leasing L	LC	<u></u>
2. The name	and the Florida street address	of the registered agent and offic	e are:
	CT Coproration		
		(Name)	
	1200 South Pine Florida street addr	Island Road ress (P.O. Box NOT ACCEPTABLE)	
	Plantation	FL 33324 City/State/Zip	
liability composing agent and agree relating to the obligations of the second se	my at the place designated in the se to act in this capacity. I furth proper and complete performan	o accept service of process for the is certificate, I hereby accept the ser agree to comply with the province of my duties, and I am familia as provided for in Chapter 608, F	appointment as registered isions of all statutes r with and accept the
Kin	\$ 100.00	Filing Fee for Application Designation of Registered Ag Certified Copy (optional)	ent

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "ENERGY EQUIPMENT LEASING 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 TWENTY-FOURTH DAY OF NOVEMBER, A.D.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State 0101152

- AUTHENTICATION:

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