

P97000097450

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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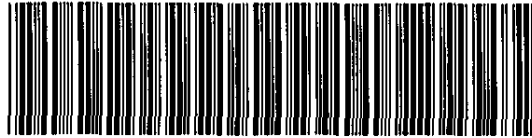
(Business Entity Name)

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DIVISION OF CORPORATIONS
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B. KOHR
APR 30 2010
EXAMINER

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 30 PM 2:05



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

April 30, 2010

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
DEPT. OF STATE
SECRETARY OF
DIVISION OF CORPORATIONS
10 APR 30 PM 2:05

Re: Order #: 7830168 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

ESI Northeast Energy LP, Inc (FL)
Conversion
Florida

ESI Northeast Energy LP, Inc (FL)
Obtain Document - Misc - Certified copy of Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

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

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

**CERTIFICATE OF CONVERSION
OF**

**ESI NORTHEAST ENERGY LP, INC.
(a Florida corporation)**

TO

**ESI NORTHEAST ENERGY LP, LLC
(a Delaware limited liability company)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR 30 PM 2:05
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This Certificate of Conversion is being duly executed, delivered and filed by the undersigned to convert ESI Northeast Energy LP, Inc., a Florida corporation (the "Company"), to ESI Northeast Energy LP, LLC, a Delaware limited liability company, pursuant to Section 607.1113 of the Florida Statutes.

1. The Company has been converted into a Delaware limited liability company named "ESI Northeast Energy LP, LLC" (the "LLC") in compliance with Chapter 607 of the Florida Statutes (the "Conversion"), and the Conversion complies with the applicable laws governing the LLC.

2. The Plan of Conversion providing for the Conversion was adopted and approved by the consent of the Board of Directors and the sole shareholder of the Company in accordance with Chapter 607 of the Florida Statutes.

3. The effective date of the Conversion shall be 11:59 p.m. (EST) on April 30, 2010.

4. The registered address of the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

5. The LLC appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Company, including any appraisal rights of shareholders of the Company under Sections 607.1301 - 607.1333 of the Florida Statutes, and the street and mailing address of an office which the Florida Department of State may use for purposes of Section 607.1114(4) of the Florida Statutes is: The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

6. The LLC has agreed to pay any shareholder of the Company having appraisal rights the amount to which they are entitled under Sections 607.1301 - 607.1333 of the Florida Statutes.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
this 30th day of April, 2010.

ESI NORTHEAST ENERGY LP, INC.

By: Chih Schultz

Name: Charles S. Schultz

Title: Secretary