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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
CORPORATION STATE
OFFICE OF THE SECRETARY OF STATE
2009 APR 30 PM 12:09

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Gateway Energy Services Corporation
2. It is incorporated under the laws of New York
3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is May 6, 1997 and the period of its duration is Perpetual.
5. The address of its principal office in the state or country under the laws of which it is incorporated is 400 Rella Boulevard, Suite 300, Montebello, New York 10901

6. The address of its proposed registered office in Rhode Island is 155 South Main Street, Suite 301
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
The marketing and sale of natural gas, electricity and products and services related to energy supply, consumption and efficiency, and any other purpose for which corporation can be lawfully formed or qualified to conduct business in the state.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated). See attached.

	<u>Name</u>	<u>Address</u>
Director	_____	_____
Director	_____	_____
Director	_____	_____
Director	_____	_____

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By 088481
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Directors:

Gary Bondi, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901

Steven J. Maslak, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901

Ryan Sprott, DLJ Merchant Banking Partners, One Madison Avenue, New York, NY 10010

Scott LaShelle, RBS/Sempra Commodities, 58 Commerce Road, Stamford, CT 06902

Officers:

Steven J. Maslak, President and CE, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901,

Gary Bondi, Chairman of the Board, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901

Seth Zuckerman, Senior VP and CFO, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901

Francis A. Fuselier, Senior VP, Secretary and General Counsel, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901

William Cateno, Vice President of Sale and Marketing, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901

Angela Schorr, Vice President, Regulatory Affairs and Quality Assurance, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901

Joseph Waldman, Vice President, Operations, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901

Eric Hansen, Vice President, Supply, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901

Ethan Kagan, Vice President and CIO, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901

Sophia Dorry, Vice President, HR, Gateway Energy Services Corporation, 400 Rella Boulevard, Suite 300, Montebello, NY 10901

- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated). See attached.

	<u>Name</u>	<u>Address</u>
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

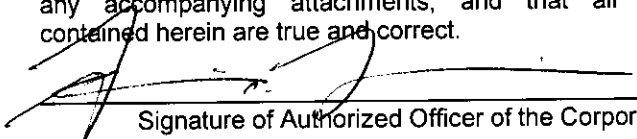
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
15,000,000	Common	_____	\$.001
6,000,000	Preferred	_____	\$.01

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 6,230,971.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 100.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is .002%. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 307,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 100,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .03% [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 27 April 2009


Signature of Authorized Officer of the Corporation
Donald A. Fuselier, Senior VP & General Counsel
Type or Print Name of Authorized Officer

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of GATEWAY ENERGY SERVICES CORPORATION was filed on 05/06/1997, under the name of ECONNERGY ENERGY COMPANY, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment ECONNERGY ENERGY COMPANY, INC., changing its name to GATEWAY ENERGY SERVICES CORPORATION, was filed 11/15/2007.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of April
two thousand and nine.*

Daniel Shapiro
First Deputy Secretary of State