

Filing Fee: \$100.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2815

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is GSE Consulting, LP
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Texas
and the date of its formation is July 20, 2004
3. The general character of the business it proposes to transact in Rhode Island is:
Energy procurement and management in deregulated markets.
4. The name and address of the agent for service of process is Capitol Corporate Services, Inc.
(Name of Agent)
222 Jefferson Blvd. Warwick RI 02888
(Street Address, not P.O. Box) (City/Town) (Zip Code)
5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.
6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
5420 LBJ Frwy, Suite 1355 Dallas TX 75240

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
JUL 07 2009
12:21 PM

FILED
JUL 07 2009
By DS 12:21
694028

7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
GSE Consulting GP, LLC	5420 LBJ Frwy, Suite 1355 Dallas TX 75240

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

5420 LBJ Frwy, Suite 1355 Dallas TX 75240

9. A mailing address for the foreign limited partnership is

5420 LBJ Frwy, Suite 1355 Dallas TX 75240

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

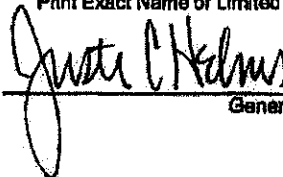
Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Registration of a Foreign Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 7/1/09

GSE Consulting, L.P.

Print Exact Name of Limited Partnership Making Application

By



General Partner

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

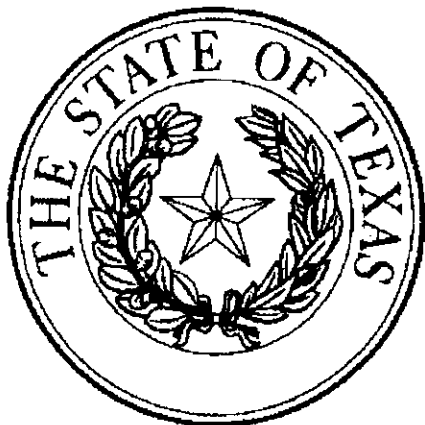
Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Limited Partnership for GSE CONSULTING, LP (file number 800367300), a Domestic Limited Partnership (LP), was filed in this office on July 20, 2004.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 30, 2009.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade
Secretary of State



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

