

Filing and License Fee: \$310.00 minimum

ID Number: 151921



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

05 NOV - 3 AM 8:45
SECRETARY OF STATE
CORPORATIONS DIV

1. The name of the corporation is WPS Energy Services, Inc.

2. It is incorporated under the laws of the State of Wisconsin

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
N/A

(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.
N/A

4. The date of its incorporation is October 12, 1994 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 700 N. Adams Street, Green Bay, Wisconsin 54301

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)

Providence, RI and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System
(City/Town) (Zip Code) (Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are Provide energy management and related products and services to various market segments

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)

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	
Director		
Director		
Director		

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(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)

	<u>Name</u>	<u>Address</u>
President	See Attached	
Vice President		
Treasurer		
Secretary		

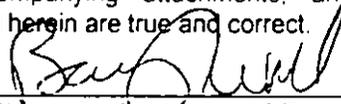
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
10,000	Common		\$1.00

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ \$150.8 Million
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0
- (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 0%. [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 \$ 3,124,544,411
- (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 \$ 5,000,000
- (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 0.16% [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: October 27, 2005


Signature of Authorized Officer of the Corporation

Barth J. Wolf Secretary
Type or Print Name of Authorized Officer

WPS ENERGY SERVICES, INC.

Directors and Principal Officers:
Item 8a:

Board of Directors

Name	Residence Address	Business Address
Richard E. James	3950 Presque Isle Court, Green Bay, WI 54301	700 North Adams Street, Green Bay, WI 54301
Thomas P. Meinz	2066 Fawn Lane, Green Bay, WI 54304	700 North Adams Street, Green Bay, WI 54301
Phillip M. Mikulsky	2618 Red Fern Lane, Green Bay, WI 54304	1088 Springhurst Drive, Green Bay, WI 54304
Joseph P. O'Leary	526 Antelope Trail, Green Bay, WI 54313	700 North Adams Street, Green Bay, WI 54301
Larry L. Weyers	939 Urbandale, DePere, WI 54115	700 North Adams Street, Green Bay, WI 54301

Item 8b:

Officers

Position	Name	Residence Address	Business Address
President	Mark A. Radtke	3240 Crystal Creek Court, Green Bay, WI 54313	1088 Springhurst Drive, Green Bay, WI 54304
Chief Operating Officer	Daniel J. Verbanac	3363 Maryknoll Court, Green Bay, WI 54313	1088 Springhurst Drive, Green Bay, WI 54304
Vice President	Richard J. Bissing	2776 Steamboat Springs Run, Green Bay, WI 54304	1088 Springhurst Drive, Green Bay, WI 54304
Vice President	Darrell W. Bragg	20 Meadow Wood Drive, Granville, OH 43023	6797 N. High Street Suite 314 Worthington, OH 43085
Vice President- Business Development and Implementation	Boris A. Brevnov	6393 Muster Lane, Middleburg, VA 20117	4303 Fauquier Ave, The Plains, VA 20198-2238
Vice President- Structured Energy Trading	Bruce A. Rizer	11836 Snowfield Court, Traverse City, MI 49686	12935 S West Bay Shore Drive, Suite 400 Traverse City, MI 49684
Vice President	Ruqaiyah Z. Stanley	2176 Aster Circle, Lynwood, IL 60411	3 Westbrook Center Suite 550 Westchester, IL 60154
Vice President	Mark W. Stiers	4663 Orchard Park, Tecumseh, Ontario N5N 4Y1	3520 Green Court, Suite 200 Ann Arbor, MI 48105
Secretary	Barth J. Wolf	2510 Martha Avenue, Green Bay, WI 54301	700 North Adams Street, Green Bay, WI 54301
Treasurer	Bradley A. Johnson	932 DuChateau Lane, Green Bay, WI 54304	700 North Adams Street, Green Bay, WI 54301

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United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

WPS ENERGY SERVICES, INC.

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is October 12, 1994.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on November 2, 2005.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division Of Corporate & Consumer Services
Department of Financial Institutions

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFI/Corp/33

To validate the authenticity of this certificate

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: **18878-B0E6976C**