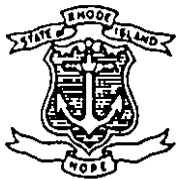


Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number:

99073



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division

BUSINESS CORPORATION

DUPLICATE ORIGINAL APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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 DukeSolutions, Inc.
2. It is incorporated under the laws of North Carolina
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 July 16, 1968 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 230 South Tryon St., Charlotte, NC 28202
6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
(Street)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Comprehensive energy management and consulting services that combine demand, supply and asset monetization products and services to create integrated energy solutions and all other law-
ful acts or activities as permitted by law.
8. The names and respective addresses of the directors and officers are:

Name	Address
Director <u>See attached officers/directors rider</u>	
Director _____	
President _____	
Vice President _____	
Secretary _____	
Treasurer _____	

FILED

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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:

Number of Shares		Series	Par Value or Statement that Shares are without Par Value
1,000	Common	N/A	\$100 Per Value Per Share

The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
166	Common	N/A	\$100 Per Value Per Share

(a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 2,000,000.00

(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 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

(a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 50,000,000.00

(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 \$ 100,000.00

(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 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

dated January, 19 98

DukeSolutions, Inc.

(Exact Corporate Name of Corporation Making Application)

By C L Watkins
☒ President or ☐ Vice President (check one)

By John P. White
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF North Carolina
COUNTY OF Mecklenburg

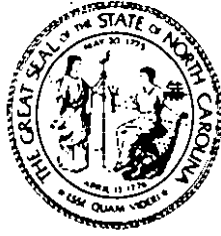
I, Charlotte, NC, on this January day of January, 19 98, personally appeared before me Charles L. Watkins, President, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

Angela D. Thompson
Notary Public
My Commission Expires: July 10, 2000

**DUKESOLUTIONS, INC.
DIRECTORS AND OFFICERS
(rider)**

Directors Leonard B. Gatewood James T. Hackett Todd W. Stancombe Charles L. Watkins	10777 Westheimer, Houston, TX 77042 10777 Westheimer, Houston, TX 77042 230 South Tryon St., Charlotte, NC 28202 230 South Tryon St., Charlotte, NC 28202
Officers President, Charles L. Watkins Sr. Vice President and Assistant Secretary, Todd W. Stancombe Vice President and Secretary, John P. Havrilla Treasurer, David G. Walsh Vice President, J. Nicholas Bayne Vice President, Christopher J. Crosby Vice President, Joseph P. DeManche Vice President, Robert L. Gribble Vice President, Mary Myers Kauppila Vice President, Sam J. McMahon Vice President, George P. Simpkins Vice President, Thomas B. White Vice President, Thomas A. Yankowski	230 South Tryon St., Charlotte, NC 28202 230 South Tryon St., Charlotte, NC 28202 230 South Tryon St., Charlotte, NC 28202 230 South Tryon St., Charlotte, NC 28202 230 South Tryon St., Charlotte, NC 28202 230 South Tryon St., Charlotte, NC 28202 230 South Tryon St., Charlotte, NC 28202 One Winthrop Square, Boston, MA 02110 3301 Parkside Drive, Charlotte, NC 28208 One Winthrop Square, Boston, MA 02110 230 South Tryon St., Charlotte, NC 28202 230 South Tryon St., Charlotte, NC 28202 2275 Half Day Road, Ste. 300, Bannockburn, IL 60015 230 South Tryon St., Charlotte, NC 28202

STATE OF NORTH CAROLINA



Department of The
Secretary of State

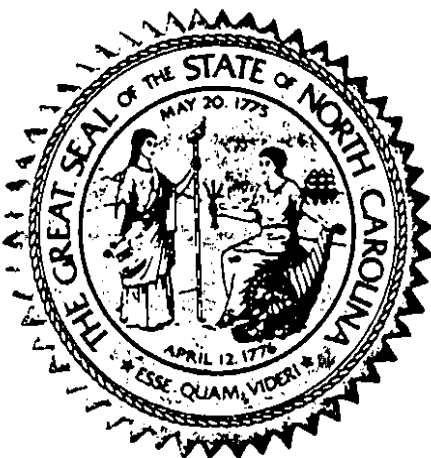
To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION
OF
DUKESOLUTIONS, INC.

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of January, 1998.



Elaine F. Marshall

Secretary of State