

Filing Fee: \$100.00

ID Number:

185330



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION

(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-13-49 of the General Laws, 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 Quonset Point Cogen, L.P.
(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 New Jersey
and the date of its formation is June 3, 2002
3. The general character of the business it proposes to transact in Rhode Island is:
To own and operate generation assets in the state of Rhode Island and for any other legitimate business purposes
4. The name and address of the agent for service of process is CT CORPORATION SYSTEM
(Name of Agent)
10 Weybosset Street Providence, RI 02903
(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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the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:
499 Thornall Street, 4th floor, Edison, NJ 08837

FILED

JUN 18 2002

By [Signature] 285625

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

<u>General Partner</u>	<u>Business Address</u>
50 Belver Avenue Associates Corp.	499 Thornall Street - 4th floor, Edison, NJ 08837

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:

499 Thornall Street, 4th floor, Edison, NJ 08837

9. A mailing address for the foreign limited partnership is 499 Thornall Street, 4th floor, Edison, NJ 08837

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.

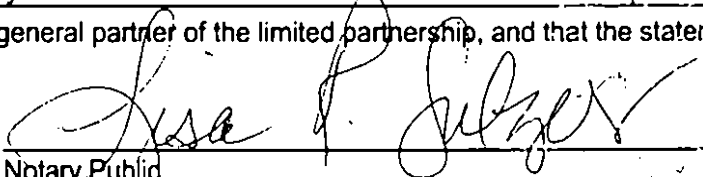
Date: June 10, 2002 Quonset Point Cogen, L. P.
Print Exact Name of Limited Partnership Making Application

By  General Partner

STATE OF New Jersey
COUNTY OF Ocean

In Edison, NJ, on this 10th day of June, 2002, personally appeared before me Rafael J. Guzman who, being by me first duly sworn, declared that he/she is a ~~general partner~~ duly authorized officer of 50 Belver Avenue Associates Corp., that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true.

LISA R. SULZER
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 6/21/2005


Notary Public
My Commission Expires: June 21, 2005

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

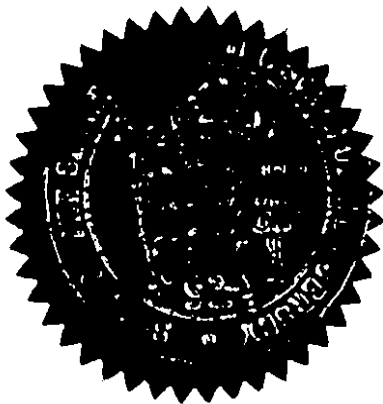
QUONSET POINT COGEN, L.P.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Limited Partnership was
registered by this office on June 3, 2002.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Edward Biggins
Pseg - 80 Park Plaza
Newark, NJ 07102



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
10th day of June, 2002

A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer