

Filing Fee: \$50.00

63841

State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

AQUIDNECK POWER LIMITED PARTNERSHIP

To the Secretary of State
of the State of Rhode Island

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:

FIRST: The name of the limited partnership is Aquidneck Power Limited Partnership

and, if different, the name which it proposes to register and transact business in the State of Rhode Island is not applicable

(If not applicable, so state)

SECOND: It is organized under the laws of Commonwealth of Massachusetts

and the date of its formation is January 2, 1990

THIRD: The general character of the business it proposes to transact in Rhode Island is

the acquisition, development and construction of a electrical generation facility, and subsequent sale of power. To own,

develop, and sell Real Estate, and any other acts permitted by law; to act as either a limited or general partner in any

of the foregoing.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 235 Promenade Street - Rm. 150 Providence, RI

and the name of the agent resident in Rhode Island at that address is Louis Federici

FIFTH: 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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....

107 Main Street, North Oxford, MA 01537

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

General Partners
Aquidneck Energy Limited Partnership

Address
107 Main Street
N. Oxford, MA 01537

Limited Partners
NECO Enterprises, Inc.

Address
c/o Temkin & Miller
1400 Turks Head Place
Providence, RI 02903

Dated March 1, 19 91

Aquidneck Power Limited Partnership

(Exact name of Limited Partnership making application)

By  (General Partner)
Herbert L. Rhinehart, President, ECA, Inc.
General Partner
AELP by Herbert L. Rhinehart, ECA, Inc.
General Partner AELP

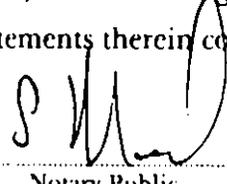
State of CONNECTICUT

} Sc. THOMPSON

County of WINDHAM

At Thompson in said county on this 1st day of March, 19 91, personally appeared before me Herbert L. Rhinehart

who, being by me first duly sworn, declared that he/she is a General Partner of the Aquidneck Power Limited Partnership, that he/she signed the foregoing document as a General Partner of the limited partnership, and that the statements therein contained are true.

 
Brian S. Mead Notary Public
BRIAN S. MEAD
Notary Public

RECEIVED
SECRETARY OF STATE
CONCORD, N.H.

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REG'S & FILES MAR 07 1991

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\$100

MAR 6 1991

CASHTERS
SECRETARY'S OFFICE

Michael J. Connolly

A TRUE COPY ATTEST

Michael J. Connolly

MICHAEL J. CONNOLLY
SECRETARY OF STATE

DATE 3-6-91 *[Signature]*

AMENDMENT ~~RECEIVED~~

AQUIDNECK POWER LIMITED PARTNERSHIP
Name of Limited Partnership

~~RECEIVED~~ — Amendment: Mass. General Laws, Chapter 109

Filed in the Office of the Secretary of State March 6, 1991