

Filing Fee: \$150.00

ID Number: 122086



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 LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company 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 liability company is:

Energy Infrastructure, L.I.C *g/v*

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 12/12/2001

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is CT CORPORATION SYSTEM
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

1209 Orange Street, Wilmington, DE 19801

9. The mailing address for the limited liability company is:

One Oxford Centre, Suite 3300, 301 Grant Street, Pittsburgh, PA 15219

FILED

JAN 02 2002

By [Signature]
2/18/02

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
JAN 2 11 40 AM '02

10. The limited liability company is to be managed by:

(Check one box only)

its members *or* by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
SEE ATTACHMENT	

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

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

Date: 12/27/2001

Energy Infrastructure, LLC

Print Exact Name of Limited Liability Company Making Application

By 
Signature of authorized person

ENERGY INFRASTRUCTURE, LLC
Managers as of Thursday, December 27, 2001

<i>Name and date elected</i>	<i>Business Address</i>	<i>Home Address</i>
JOSEPH E. O'BRIEN	NORESKO, LLC 1 Research Drive, Suite 400C Westborough, Massachusetts 01581 USA	10 Johnson Road Andover, Massachusetts 01810 USA
JOHANNA G. O'LOUGHLIN	VP, General Counsel and Secretary EQUITABLE RESOURCES, INC. One Oxford Centre, Suite 3300 301 Grant Street Pittsburgh, Pennsylvania 15219 USA	9 Dunmoyle Place Pittsburgh, Pennsylvania 15217 USA
DAVID L. PORGES	Executive Vice President and CFO EQUITABLE RESOURCES, INC. One Oxford Centre, Suite 3300 301 Grant Street Pittsburgh, Pennsylvania 15219 USA	311 Olde Chapel Trail Pittsburgh, Pennsylvania 15238 USA

[A] indicates an Associate Director

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENERGY INFRASTRUCTURE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1528071

DATE: 12-27-01