

Filing Fee: \$100.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
2007 NOV 30 PM 2:02

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 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 "CONANICOT ENERGY PARTNERS" 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:
N/A

2. The limited partnership is organized under the laws of DELAWARE
and the date of its formation is JUNE 11, 2007

3. The general character of the business it proposes to transact in Rhode Island is:
ENERGY CONSULTING

4. The name and address of the agent for service of process is Robert J. Torrey
(Name of Agent)
22 Buoy Street Jamestown, RI 02835
(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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the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:
22 Buoy Street, Jamestown, RI 02835

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By 043465

2:02

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

| <u>General Partner</u> | <u>Business Address</u> |
|-----------------------------|--------------------------------------------|
| <u>CONANICOT Energy LLC</u> | <u>22 Buoy Street, Jamestown, RI 02835</u> |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

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:

22 Buoy Street, Jamestown, RI 02835

9. A mailing address for the foreign limited partnership is _____

22 Buoy Street, Jamestown, RI 02835

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.

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

Date: November 30, 2007

CONANICOT Energy Partners LP
Print Exact Name of Limited Partnership Making Application

By 
General Partner

Robert J. Tormey
MANAGER
CONANICOT Energy LLC

Delaware

PAGE 1

The First State

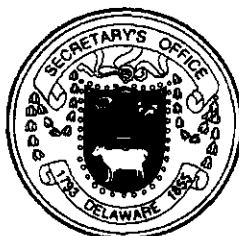
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONANICOT ENERGY PARTNERS LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONANICOT ENERGY PARTNERS LP" WAS FORMED ON THE ELEVENTH DAY OF JUNE, A.D. 2007.

4368510 8300

071219886

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6180645

DATE: 11-21-07



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

