

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2011 DEC 16 AM 11:37

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign 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 Power2Switch, Inc.

2. It is incorporated under the laws of Delaware

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 May 9, 2011 and the period of its duration is Perpetual

5. The address of its principal office is 820 W. Jackson Blvd., Suite 700, Chicago, IL 60607

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200 (Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at (City/Town) (Zip Code)

that address is National Registered Agents, Inc. (Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Online energy broker.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with 2 columns: Name, Address. Rows include Seyi Fabode (1930 Ridge Avenue B211, Evanston, IL 60201) and Phil Nevels (4631 S. Calumet, Chicago, IL 60653).

FILED

DEC 16 2011

By DS158822 11:37

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "POWER2SWITCH, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE NINTH DAY OF MAY, A.D. 2011, AT 7:08 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "POWER2SWITCH ACQUISITION CORP." TO "POWER2SWITCH, INC.", FILED THE TWENTY-SEVENTH DAY OF MAY, A.D. 2011, AT 7:35 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "POWER2SWITCH, INC.".


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

4979931 8310

111197615



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9159532

DATE: 11-15-11



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

