

STATE OF NEW HAMPSHIRE

Fee for Form FLLC 1-A: \$ 50.00
Filing fee: \$200.00
Total fees \$250.00

Form No. FLLC 1
RSA 304-C:64 or
RSA 304-D:16

Use black print or type.
Leave 1" margins both sides.

FILED

APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED LIABILITY COMPANY

JUL 27 2000

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS, THE UNDERSIGNED HEREBY APPLIES FOR REGISTRATION TO TRANSACT BUSINESS IN NEW HAMPSHIRE, AND FOR THAT PURPOSE SUBMITS THE FOLLOWING STATEMENT:

FIRST: The name of the limited liability company is Usource, L.L.C.

SECOND: The name which it proposes to register and do business in New Hampshire is Usource, L.L.C.

THIRD: It is formed under the laws of Delaware

FOURTH: The date of its formation is March 31, 2000

FIFTH: The nature of the business or purposes to be conducted or promoted in New Hampshire are To provide brokering of electricity and gas through an electronic medium.

SIXTH: The name of its registered agent in New Hampshire is Corporation Service Company d/b/a Lawyers Incorporating Service and the complete address (including zip code and post office box, if any) of its registered office in New Hampshire is (agent's business address) 14 Centre Street, Concord, New Hampshire 03301

(limited liability company name)

SEVENTH: (Complete this statement only if a Professional Limited Liability Company.) All the members and managers and those of its officers as required by the laws of (enter the state of formation) _____ and by RSA 304-D:12 are licensed in one or more states, territories of the United States or the District of Columbia to render a professional service described in the statement of purpose of the professional limited liability company.

Dated June 22, 2000

Usource, L.L.C.

(Exact name of limited liability company)


* _____
(Signature)

Managing Director

(Title)

Raymond J. Morrissey

(Type or print name of person signing)

Complete address of person signing:

6 Liberty Lane West

Hampton, NH 03842-1720

* MUST BE SIGNED BY A MANAGER OF THE LIMITED LIABILITY COMPANY. IF NO MANAGER, IT MUST BE SIGNED BY A MEMBER. (If the limited liability company is in the hands of a receiver, executor, or other court appointed fiduciary, trustee, or other fiduciary, it must be signed by that fiduciary.)

Mail total fees of \$250.00, DATED AND SIGNED ORIGINAL AND ONE EXACT OR CONFORMED COPY, CERTIFICATE OF EXISTENCE OR DOCUMENT OF SIMILAR IMPORT ISSUED BY THE STATE OR COUNTRY OF FORMATION AND FORM FLLC I-A to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USOURCE, L.L.C." 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 JUNE, A.D. 2000.

Confidential
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Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

3205239 8300

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AUTHENTICATION: 0525396

DATE: 06-27-00

FORM 40-A

ADDENDUM TO APPLICATION FOR CERTIFICATE OF AUTHORITY FOR
PROFIT FOREIGN CORPORATION

STATEMENT PURSUANT TO NH RSA 421-B:11,II

FOREIGN FOR PROFIT CORPORATION NAME: USOURCE, L.L.C.
BUSINESS ADDRESS: 6 Liberty Lane West, Hampton, NH 03842-1720
CONTACT PERSON: Raymond J. Morrissey TELEPHONE NUMBER: (888) 6-UNITIL
CONTACT PERSON ADDRESS (IF DIFFERENT): _____

I (We) hereby certify that the securities of the corporation have been registered under RSA 421-B, the New Hampshire Uniform Securities Act ("the Act"); or, when offered will be registered under the Act; or are or when offered will be exempted from registration under the Act; or are or when offered will be offered in a transaction exempted from registration under the Act; or are not securities under the Act.

CHECK EITHER ITEM 1 OR 2 BELOW

- 1) If the corporation WILL NOT offer or sell securities in New Hampshire, check this line: X
2) If the corporation WILL offer its securities for sale in the State of New Hampshire and its securities are or will be registered or exempt from registration requirements under the Act, check this line: _____

(For assistance with questions relating to securities only, call the Bureau of Securities Regulation at (603) 271-1463. For all other questions, call the Corporation Division at (603) 271-3244.

COMPLETE THIS CERTIFICATION - ORIGINAL MUST BE FILED

I certify that the person signing this form is an executive officer of the above named corporation, and that the foregoing is true and complete to the best of my knowledge.

Name (print): Raymond Morrissey

Signature: 

Date: July 18, 2000