



**The Commonwealth of Massachusetts
William Francis Galvin**

Minimum Fee: \$500.00

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512
Telephone: (617) 727-9640

Certificate of Organization

(General Laws, Chapter)

Federal Employer Identification Number: 261684559 (must be 9 digits)

1. The exact name of the limited liability company is: POWER INVESTMENT LLC

2a. Location of its principal office:

No. and Street: 63 GLEN AVENUE
City or Town: UPTON State: MA Zip: 01568 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 63 GLEN AVENUE
City or Town: UPTON State: MA Zip: 01568 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:
INVESTMENT IN POWER PROJECTS.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: JAMES G. CIALDEA
No. and Street: 63 GLEN AVENUE
City or Town: UPTON State: MA Zip: 01568 Country: USA

6. The name and business address of each manager:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	JAMES G CIALDEA	63 GLEN AVENUE UPTON, MA 01568

7. The name and business address of the person in addition to the manager, who is authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	JAMES G CIALDEA	63 GLEN AVENUE UPTON, MA 01568

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record

any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	JAMES G CIALDEA	63 GLEN AVENUE UPTON, MA 01568

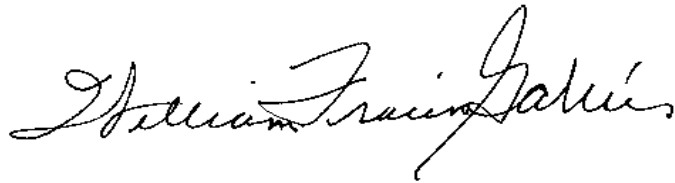
9. Any additional matters the authorized persons determine to include therein:

SIGNED UNDER THE PENALTIES OF PERJURY, this 7 Day of January, 2008,
JAMES G CIALDEA

(The certificate must be signed by the person forming the LLC.)

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth