



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 26, 2007

5991-795-1

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE INTEGRYS ENERGY SERVICES, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE AMENDED AUTHORITY FOR THE
ABOVE CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE
COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

FORM **BCA 13.40** (rev. Dec. 2003)**APPLICATION FOR AMENDED
AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS**
Business Corporation ActJesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.cyberdriveillinois.com**FILED****FEB 26 2007**JESSE WHITE
SECRETARY OF STATERemit payment in the form of a
check or money order payable
to the Secretary of State.

File # 5991-795-1 Filing Fee: \$25.00 Approved: JH
 Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

1. (a) CORPORATE NAME: WPS Energy Services, Inc.
 (b) If changed, NEW CORPORATE NAME: Integrys Energy Services, Inc.
 (c) (Complete only if the new corporate name is not available in this state.)
 ASSUMED CORPORATE NAME: N/A
 (By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Wisconsin (b) If changed, Period of Duration: Perpetual

3. If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:
 (If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)
No Change

4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$50 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$150. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee. The fees outlined in this paragraph are in addition to the \$25 filing fee in the upper right hand corner of this form.

5. The undersigned corporation has caused this application to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated February 21st, 2007 WPS Energy Services, Inc.
 (Month/Day) (Year) (Exact Name of Corporation)
Barth J. Wolf
 (Any Authorized Officer's Signature)
 Barth J. Wolf, Secretary
 (Type or Print Name and Title)

dm

FILED

FEB 26 2007

JESSE WHITE
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WPS ENERGY SERVICES, INC.**

F# 5991-795-1

2-26-07

BCA 13.30

\$50.00

1. Name of the Corporation: WPS Energy Services, Inc.
2. Text of Amendment:

Article 1 of the Corporation's Articles of Incorporation is hereby amended in its entirety to provide as follows:

The name of the Corporation is Integrys Energy Services, Inc.

OK

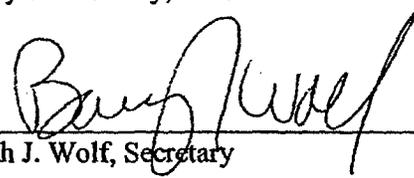
ID 23774

3. Adoption: The foregoing amendment to the Corporation's Articles of Incorporation was submitted to the Corporation's sole shareholder by the Board of Directors of the Corporation's and was approved and adopted by such sole shareholder on February 20, 2007, in accordance with Section 180.1003 of the Wisconsin Business Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on behalf of the Corporation this 21st day of February, 2007.

By: _____

Barth J. Wolf, Secretary



REGISTRY OF INSTITUTIONS
STATE OF WISCONSIN

07 FEB 21 AM 9:41

This instrument was drafted by, and after filing should be returned to, David W. Clark of Foley & Lardner LLP, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

1733.1364

File Number 5991-795-1

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF WPS ENERGY SERVICES, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF WISCONSIN HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 24TH day of APRIL A.D. 19 98 and of the Independence of the United States the two hundred and 22ND .



George H. Ryan

Secretary of State

Form **BCA-13.15**

(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE**George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

FILED for Secretary of State

APR 24 1998

GEORGE H. RYAN
SECRETARY OF STATEThis space for use by
Secretary of State

Date	4-24-98	
License Fee	\$	
Franchise Tax	\$	1928
Filing Fee	\$	25
Penalties	\$	
Approved:	<i>[Signature]</i>	2003

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. (a) CORPORATE NAME: WPS Energy Services, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

PAID**APR 24 1998**

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Wisconsin(b) Date of Incorporation: October 12, 1994(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

700 North Adams StreetGreen Bay, WI 54301(b) Address of principal office in Illinois:
(if none, so state)3 Westbrook Center - Suite 550Westchester, IL 60154

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T CORPORATION SYSTEM

First Name

Middle Name

Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. LaSalle Street

Number

Street

Suite #

Chicago

City

60604

Zip Code

Cook

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Wisconsin, California, Michigan, New Jersey, Ohio, Pennsylvania, West Virginia

6. Names and residential addresses of officers and directors:

5991-795-1

Name	No. & Street	City	State	Zip
President	See attached list			
Secretary	See attached list			
Director	See attached list			
Director	See attached list			
Director	See attached list			

EXPEDITED

APR 24 1998

7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, attach one or more sheets of this size.)

WPS Energy Services, Inc. is engaged in the marketing of energy related products and services including natural gas and electricity.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common Stock		\$1.00	10,000	1,000

9. Paid-in Capital: \$16,201,000

.075197

("Paid-In Capital" replaces the terms Stated Capital & Paid-In Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 1,300,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 25,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$265,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 20,000,000

11. Interrogatories: (Important - this section must be completed.) See attached schedule.

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance;
- (b) Number of shares of all classes owned by residents of Illinois;
- (c) Number of shares of all classes owned by non-residents of Illinois;
- (d) Is the corporation transacting business in this state at this time?
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois;

12. This application is accompanied by a certified copy of the articles of Incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated April 20, 19 98

WPS Energy Services, Inc.

(Exact Name of Corporation)

attested by Francis J. Kicsar
 (Signature of Secretary or Assistant Secretary)

by Phillip M. Mikulsky
 (Signature of President or Vice President)

Francis J. Kicsar, Secretary
 (Type or Print Name and Title)

Phillip M. Mikulsky, President & CEO
 (Type or Print Name and Title)

* **PROPERTY** as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists **ONLY** an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

1733.1376

**Form BCA-13.15
Application for Certificate
of Authority to
Transact Business in Illinois**

WPS Energy Services, Inc.

6. Names and residential addresses of officers and directors:

OFFICERS

<u>Title</u>	<u>Name</u>	<u>No. & Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President & CEO	Phillip M. Mikulsky	2759 Otto Ct.	Green Bay	WI	54313
Vice President	Darrell W. Bragg	20 Meadow Wood Dr.	Granville	OH	43023
Vice President	Mark A. Radtke	2648 Vonda Dr.	Green Bay	WI	54311
Vice President	Larry L. Weyers	939 Urbandale	DePere	WI	54115
Secretary	Francis J. Kicsar	1249 Reed St.	Green Bay	WI	54303
Treasurer	Ralph G. Baeten	1612 St. Christopher Ct.	Green Bay	WI	54304

DIRECTORS

<u>Name</u>	<u>No. & Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Ralph G. Baeten	1612 St. Christopher Ct.	Green Bay	WI	54304
Daniel P. Bittner	3535 Bay Highlands Cir.	Green Bay	WI	54911
Phillip M. Mikulsky	2759 Otto Ct.	Green Bay	WI	54313
Patrick D. Schrickel	3410 Nicolet Dr.	Green Bay	WI	54311
Larry L. Weyers	939 Urbandale	DePere	WI	54115

1733 . 1377

**Form BCA-13.15
Application for Certificate
of Authority to
Transact Business in Illinois**

WPS Energy Services, Inc.

11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:

677 Baeten Road, Green Bay, WI 54304

- (b) Number of shares of all classes owned by residents of Illinois:

None

- (c) Number of shares of all classes owned by non-residents of Illinois:

1,000

- (d) Is the corporation transacting business in this state at this time?

Yes

- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

March 27, 1998

FORM **BCA 13.40** (rev. Dec. 2003)
**APPLICATION FOR AMENDED
 AUTHORITY TO TRANSACT
 BUSINESS IN ILLINOIS**
 Business Corporation Act

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62758
 Telephone (217) 782-6961
 http://www.cyberdriveillinois.com

FILED
FEB 26 2007
 JESSE WHITE
 SECRETARY OF STATE



CP0675683

Remit payment in the form of a
 check or money order payable
 to the Secretary of State.

File # 5991-795-1 Filing Fee: \$25.00 Approved: JH
 Submit in duplicate Type or Print clearly in black ink Do not write above this line

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 (b) If changed, NEW CORPORATE NAME: Integrus Energy Services, Inc. JH
 (c) (Complete only if the new corporate name is not available in this state.) N/A
 ASSUMED CORPORATE NAME: _____
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No Change

PAID
FEB 27 2007
EXPEDITED
 SECRETARY OF STATE

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Dated February 21st, 2007
 (Month/Day) (Year)

WPS Energy Services, Inc.
 (Exact Name of Corporation)

Barth J. Wolf
 (Any Authorized Officer's Signature)
 Barth J. Wolf, Secretary
 (Type or Print Name and Title)

File Number 5991-795-1



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 06 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR INTEGRYS ENERGY SERVICES, INC..



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 16TH day of APRIL A.D. 2007

Jesse White