OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 5, 2009 6671-894-8

CSC NETWORKS
801 ADLAI STEVENSON DR
SPRINGFIELD, IL 62703

RE UGI ENERGY SERVICES, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

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

JW:CD

FORM **BCA 13.15** (rev. Dec. 2003)
APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

FILED

AUG 05 2009

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a cashier's check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

6671.8948
File #

Filing Fee $ 150.00 Franchise Tax $ 261.45 Penalty/Interest $ 0 Total $ 411.45 Approved: SR

Submit in duplicate — Type or Print clearly in black ink — Do not write above this line

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

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

(b) 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. State or Country of Incorporation PA ; Date of Incorporation 3/17/1995 ; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located:
One Meridian Boulevard
Suite 2C01
Wyomissing, PA 19610

(b) Address of principal office in Illinois: (If none, so state)
None.

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

Registered Agent: Illinois Corporation Service Company
First Name *Middle Initial* *Last name*

Registered Office: 801 Adlai Stevenson Drive
Number *Street* *Suite #* (A P.O. Box alone is not acceptable.)
Springfield, IL 62703 Sangamon
City *ZIP Code* *County*

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

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)
See attached exhibit "B"

	Name	No. & Street	City	State	ZIP
President					
Secretary					
Director					
Director					
Director					

C-171.15

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

UGI Energy Services, Inc. proposes to pursue retail gas marketing and energy management services in the state of Illinois.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N/A	No par value	1,000,000	1,000,000

(If more, attach list)

9. Paid-in Capital: $ 102,590,000
("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: $ 313,000,000
(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: $ 100,000
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: $ 40,000,000
(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: $ 500,000

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

(a) Is the corporation transacting business in this state at this time? No
(b) If the answer to item 11(a) 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 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 AUGUST 4 2009
(Month & Day) (Year)

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

Margaret M. Calabrese
(Any Authorized Officer's Signature)

MARGARET M. CALABRESE, SECRETARY
(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.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is $175. Any additional fees will be billed and must be paid before this application can be filed.