

FILING RECEIPT

ENTITY NAME: PIKE REAL ESTATE SERVICES LLC

DOCUMENT TYPE: ARTICLES OF ORGANIZATION (DOM LLC)

COUNTY: MONR

SERVICE COMPANY: ** NO SERVICE COMPANY **

SERVICE CODE: 00 *

FILED:07/20/2001 DURATION:***** CASH#:010720000364 FILM #:010720000353

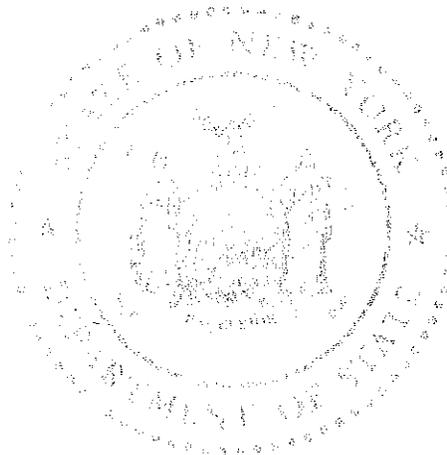
ADDRESS FOR PROCESS

EXIST DATE

PHILLIPS, LYTLE, HITCHCOCK, BLAINE & HUBER LLP
1400 FIRST FEDERAL PLAZA
ROCHESTER, NY 14614

07/20/2001

REGISTERED AGENT



THIS FILING HAS AN ASSOCIATED PUBLICATION REQUIREMENT. THE NEWSPAPERS IN WHICH THIS PUBLICATION IS TO BE MADE ARE DESIGNATED BY THE COUNTY CLERK OF THE COUNTY IN WHICH THE ENTITY'S OFFICE IS LOCATED. CONTACT THE RESPECTIVE COUNTY CLERK FOR FURTHER INFORMATION.

FILER	FEES		PAYMENTS	
		235.00		235.00
	FILING	200.00	CASH	0.00
	TAX	0.00	CHECK	235.00
	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	0.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00
PHILLIPS LYTLE HITCHCOCK BLAINE HUBER LLP 1400 FIRST FEDERAL PLAZA ROCHESTER, NY 14614				

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JUL 24 2001



A handwritten signature in black ink, appearing to read "J. Heub", with a long horizontal line extending to the right.

Special Deputy Secretary of State

1010720000353

ARTICLES OF ORGANIZATION

OF

PIKE REAL ESTATE SERVICES LLC

Under Section 203 of the New York Limited Liability Company Law

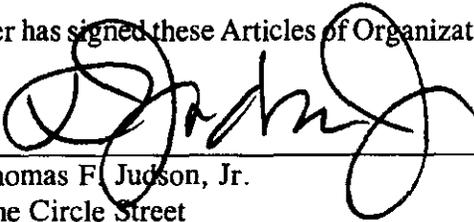
The undersigned, for the purpose of forming a limited liability company under Section 203 of the Limited Liability Company Law of the State of New York (the "LLCL"), and being the organizer thereof, hereby certifies that:

1. The name of the limited liability company (hereinafter referred to as the "Company") is "Pike Real Estate Services LLC".
2. The purpose for which the Company is to be formed is to carry on any lawful act or activity for which limited liability companies may be organized pursuant to the LLCL.
3. The County within the State of New York in which the principal office of the Company is to be located is Monroe.
4. The Secretary of State of the State of New York is hereby designated as the agent for the Company upon whom process against the Company may be served, and the address to which the Secretary of State shall mail a copy of any such process served is:

Phillips, Lytle, Hitchcock,
Blaine & Huber LLP,
1400 First Federal Plaza,
Rochester, New York 14614

5. The Company is to be managed by one or more managers.
6. No members of the Company shall be liable in their capacity as members of the Company for debts, obligations or liabilities of the Company.
7. Pursuant to Section 203(e)(7)(b) of the LLCL, no member of the Company, solely by reason of being a member, is an agent of the Company for the purpose of its business, and no member shall have the authority to act for the Company solely by virtue of being a member.
8. The subscriber is a natural person of at least the age of eighteen (18) years.

IN WITNESS WHEREOF, the organizer has signed these Articles of Organization this 16th day of July, 2001.


Thomas F. Judson, Jr.
One Circle Street
Rochester, New York 14607

1-010720000 353

ARTICLES OF ORGANIZATION

OF

PIKE REAL ESTATE SERVICES LLC

Under Section 203 of the New York Limited Liability Company Law

FILED

JUL 20 12 20 PM '01

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 20 2001
TAX S _____
BY:

Filed by:

PHILLIPS, LYTLE, HITCHCOCK,
BLAINE & HUBER LLP
1400 First Federal Plaza
Rochester, New York 14614
Phone No.: (716) 238-2000

2

010720000 364

FILING RECEIPT

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ENTITY NAME : PIKE REAL ESTATE SERVICES LLC

DOCUMENT TYPE : ASSUMED NAME LTD LIABILITY CO

SERVICE COMPANY : +++ NO SERVICE COMPANY +++ CODE:

=====

FILED: 03/10/2003 CASH#: 103967 FILM#: C328366-2

PRINCIPAL LOCATION

ONE CIRCLE STREET

ROCHESTER
NY 14607



COMMENT:

ASSUMED NAME

PRES ENERGY

=====

FILER	* FEES	:	45.00	PAYMENTS:	45.00
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	* FILING	:	25.00	CASH	:
	* COUNTY	:	.00	CHECK	:00045.00
	* COPIES	:	20.00	C CARD	:
PHILLIPS, LYTLE, HITCHCOCK, ETAL LL	* MISC	:			
100 FIRST FEDERAL PLAZA	* HANDLE	:	.00		
	*			REFUND:	
ROCHESTER	*			-----	
NY 14614	*				

=====

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

March 25, 2003

Witness my hand and seal of the Department of State on



A handwritten signature in black ink, appearing to read "R. M. A. J.", is written over the printed title.

Secretary of State

License or Permit Bond

Bond No. 837048103

KNOW ALL MEN BY THESE PRESENTS, That we,

PRES SERVICES LLC, 2430 NORTH FOREST ROAD, SUITE 106, GETZVILLE, NY 14068

as Principal, and LIBERTY MUTUAL INSURANCE COMPANY,

a MACHUSETTS Corporation, and authorized to do business in Illinois, as Surety, are held and firmly bound unto THE PEOPLE OF THE STATE OF ILLINOIS as Obligee, in the sum of FIVE THOUSAND AND NO/100 Dollars (\$5,000.00), for which sum, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally, by these presents.

THE CONDITIONS OF THIS OBLIGATION ARE SUCH, That WHEREAS, the Principal has been or is about to be granted a license or permit to do business to operate as an ABC (Agent, Broker, or Consultant) under 220 ILCS 5/16-115C and is required to execute this bond under 83 Illinois Administrative Code Part 454.80 by the Obligee.

NOW, Therefore, if the Principal fully and faithfully perform all duties and obligations of the Principal as an ABC, then this obligation to be void; otherwise to remain in full force and effect.

This bond may be terminated as to future acts of the Principal upon thirty (30) days written notice by the Surety; said notice to be sent to 527 East Capitol Avenue, Springfield, Illinois 62701, of the aforesaid State of Illinois, by certified mail.

Dated this 19TH day of NOVEMBER, 2009

PRES SERVICES, LLC

Principal

By: _____



LIBERTY MUTUAL INSURANCE COMPANY

Surety

By: _____

Carol A. Aldrich
CAROL A. ALDRICH, ATTORNEY-IN-FACT

ACKNOWLEDGMENT OF BOND BY LIMITED LIABILITY COMPANY

STATE OF NEW YORK
COUNTY OF Erie } ss

On this 23rd day of November, 2009 before me personally came
Robert C. Moyer II to me known, who being by me duly sworn, did depose and
say that (s)he resides in New York; that (s)he is the
President of the PRES SERVICES, LLC a Limited Liability Company
described in and which executed the foregoing instrument; and that he signed his name thereto
pursuant to authority granted by Limited Liability Company's Operating Agreement.

Loretta T. Lewandowski
Notary Public

LORETTA T LEWANDOWSKI
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ERIE COUNTY
NO. 01LE6145354
MY COMM. EXPIRES MAY 1, 2010

ACKNOWLEDGMENT OF SURETY COMPANY

STATE OF NEW YORK
COUNTY OF MONROE } ss

On this 19TH day of November, 2009 before me personally came CAROL A. ALDRICH to me
known, who, being by me duly sworn, did depose and say; that he/she resides in ROCHESTER,
NY; that he/she is the ATTORNEY-IN-FACT of LIBERTY MUTUAL INSURANCE COMPANY
the corporation described in and which executed the within instrument; and that he/she signed
her/his name thereto by order of the Board of Directors of said corporation.

Cristine M Best
Notary Public

09

THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint MATTHEW RIEDINGER, SHELLEY G. PASINSKI, ANDREW J. MELONI, CRISTINE M. BEST, CAROL A. ALDRICH, ALL OF THE CITY OF ROCHESTER, STATE OF NEW YORK

, each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding TWENTY FIVE MILLION AND 00/100 DOLLARS (\$ 25,000,000.00) each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

ARTICLE XIII - Execution of Contracts: Section 5. Surety Bonds and Undertakings.

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, Garnet W. Elliott, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 7th day of August, 2009

LIBERTY MUTUAL INSURANCE COMPANY

By Garnet W. Elliott
Garnet W. Elliott, Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 7th day of August, 2009, before me, a Notary Public, personally came Garnet W. Elliott, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Teresa Pastella, Notary Public
Plymouth Twp., Montgomery County
My Commission Expires March 28, 2013
Member, Pennsylvania Association of Notaries

By Teresa Pastella
Teresa Pastella, Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the facsimile or mechanically reproduced signature of any assistant secretary of the company, wherever appearing upon a certified copy of any power of attorney issued by the company in connection with surety bonds, shall be valid and binding upon the company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this 19th day of November, 2009



By David M. Carey
David M. Carey, Assistant Secretary

currency rate, interest rate or residual value guarantees, bank deposit, letter of credit, note, loan, mortgage

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1. Bonds (Schedule D)	11,057,669,501		11,057,669,501	15,335,083,671
2. Stocks (Schedule D):				
2.1 Preferred stocks	757,319,706		757,319,706	322,986,839
2.2 Common stocks	7,879,613,320	309,142,000	7,570,471,320	7,377,050,947
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens	548,091,252		548,091,252	429,255,101
3.2 Other than first liens				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ 0 encumbrances)	425,989,166		425,989,166	418,561,083
4.2 Properties held for the production of income (less \$ 0 encumbrances)	1,039,982		1,039,982	1,069,882
4.3 Properties held for sale (less \$ 0 encumbrances)				
5. Cash (\$ 175,663,037, Schedule E - Part 1), cash equivalents (\$ 123,333,313, Schedule E - Part 2), and short-term investments (\$ 1,050,309,166, Schedule DA)	1,349,305,516		1,349,305,516	828,119,827
6. Contract loans (including \$ 0 premium notes)				
7. Other invested assets (Schedule BA)	5,132,267,123	923,910	5,131,343,213	4,642,652,171
8. Receivables for securities	2,859,056		2,859,056	13,535,760
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	27,154,154,622	310,065,910	26,844,088,712	29,368,315,281
11. Title plants (less \$ 0 charged off (for Title insurers only))				
12. Investment income due and accrued	140,188,757		140,188,757	175,281,336
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	1,087,061,486	15,162,262	1,071,899,224	928,137,391
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)	1,594,927,150		1,594,927,150	1,638,534,970
13.3 Accrued retrospective premiums	404,104,551	40,410,454	363,694,097	387,689,632
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	560,300,803		560,300,803	685,885,885
14.2 Funds held by or deposited with reinsured companies	17,294,633		17,294,633	28,022,671
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans	177,917	2,602	175,315	159,994
16.1 Current federal and foreign income tax recoverable and interest thereon				118,948,060
16.2 Net deferred tax asset	1,469,501,048	622,710,792	846,790,256	630,160,137
17. Guaranty funds receivable or on deposit	32,559,328		32,559,328	29,552,458
18. Electronic data processing equipment and software	289,684,447	239,393,443	50,291,004	49,406,629
19. Furniture and equipment, including health care delivery assets (\$ 0)	82,645,678	82,645,678		
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	315,899,160	3,740,554	312,158,606	238,266,862
22. Health care (\$ 0) and other amounts receivable				
23. Aggregate write-ins for other than invested assets	767,441,418	52,021,117	715,420,301	550,843,266
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	33,915,940,998	1,366,152,812	32,549,788,186	34,829,204,572
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	33,915,940,998	1,366,152,812	32,549,788,186	34,829,204,572

DETAILS OF WRITE-IN LINES				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 09 from overflow page				
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 09 above)				
2301. Other assets	206,461,646	40,884,448	165,597,198	140,182,807
2302. Cash surrender value life insurance	348,631,523		348,631,523	204,675,583
2303. Equities and deposits in pools and associations	36,042,093		36,042,093	32,295,326
2398. Summary of remaining write-ins for Line 23 from overflow page	176,286,156	11,136,669	165,149,487	173,749,550
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	767,441,418	52,021,117	715,420,301	550,843,266

LIABILITIES, SURPLUS AND OTHER FUNDS

	1	2
	Current Year	Prior Year
1. Losses (Part 2A, Line 35, Column B)	12,604,675,356	12,594,762,751
2. Reinsurance payable on paid losses and loss adjustment expenses	92,048,425	106,915,231
3. Loss adjustment expenses (Part 2A, Line 35, Column 9)	2,468,475,556	2,572,655,246
4. Commissions payable, contingent commissions and other similar charges	96,083,863	134,968,818
5. Other expenses (excluding taxes, licenses and fees)	390,923,555	414,446,861
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	256,823,744	250,690,878
7.1 Current federal and foreign income taxes (including \$ 0 on realized capital gains (losses))	36,105,135	
7.2 Net deferred tax liability		
8. Borrowed money \$ 490,638 and interest thereon \$ 14,574	505,212	1,515,726
9. Unearned premiums (Part 1A, Line 38, Column 5) (after deducting unearned premiums for ceded reinsurance of \$ 2,178,738,545 and including warranty reserves of \$ 0)	3,320,119,872	3,678,689,493
10. Advance premium	60,012,654	39,998,380
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	1,136,856	12,802,684
12. Ceded reinsurance premiums payable (net of ceding commissions)	650,465,345	851,675,481
13. Funds held by company under reinsurance treaties (Schedule F, Part 3, Column 19)	1,807,274,064	1,876,182,260
14. Amounts withheld or retained by company for account of others	455,703,129	632,437,218
15. Remittances and items not allocated		
16. Provision for reinsurance (Schedule F, Part 7)	73,987,601	116,580,664
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding	292,965,747	286,356,848
19. Payable to parent, subsidiaries and affiliates	72,875,912	81,311,436
20. Payable for securities	15,457,672	31,683,685
21. Liability for amounts held under uninsured plans		
22. Capital notes \$ 0 and interest thereon \$ 0		
23. Aggregate write-ins for liabilities	(478,583,930)	(678,769,042)
24. Total liabilities excluding protected cell liabilities (Lines 1 through 23)	22,215,055,768	23,005,904,618
25. Protected cell liabilities		
26. Total liabilities (Lines 24 and 25)	22,215,055,768	23,005,904,618
27. Aggregate write-ins for special surplus funds	957,921,871	948,875,402
28. Common capital stock	10,000,000	10,000,000
29. Preferred capital stock		
30. Aggregate write-ins for other than special surplus funds	1,250,000	1,250,000
31. Surplus notes	892,074,990	891,966,161
32. Gross paid in and contributed surplus	6,335,272,283	4,348,951,176
33. Unassigned funds (surplus)	2,138,213,474	5,822,257,215
34. Less treasury stock, at cost:		
34.1 0 shares common (value included in Line 28 \$ 0)		
34.2 0 shares preferred (value included in Line 29 \$ 0)		
35. Surplus as regards policyholders (Lines 27 to 33, less 34) (Page 4, Line 39)	10,334,732,418	11,823,299,954
36. Totals (Page 2, Line 26, Col. 3)	32,549,788,186	34,829,204,572

DETAILS OF WRITE-IN LINES		
2301. Other liabilities	424,947,976	228,177,879
2302. Retroactive reinsurance reserves	(1,682,574,740)	(1,731,268,038)
2303. Amounts held under uninsured plans	581,997,189	566,100,759
2398. Summary of remaining write-ins for Line 23 from overflow page	197,045,645	257,220,358
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	(478,583,930)	(678,769,042)
2701. Special surplus from retroactive reinsurance	957,921,871	948,875,402
2702.		
2703.		
2798. Summary of remaining write-ins for Line 27 from overflow page		
2799. Totals (Lines 2701 through 2703 plus 2798) (Line 27 above)	957,921,871	948,875,402
3001. Guaranty funds	1,250,000	1,250,000
3002.		
3003.		
3098. Summary of remaining write-ins for Line 30 from overflow page		
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	1,250,000	1,250,000

State of Massachusetts
County of Suffolk ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the date herein stated, and that the same are true and correct to the best of their knowledge and belief, and have been examined and approved by them.

CERTIFICATE OF DOING BUSINESS UNDER ASSUMED NAME

Pursuant to Section 130 of the New York General Business Law

0328366

The undersigned, a limited liability company organized and existing under the laws of the State of New York and formed under Section 203 of the Limited Liability Company Law (the "Company") of the State of New York, does hereby set forth:

1. The name of the Company is: Pike Real Estate Services LLC.
2. The name or designation under which the business of the Company is carried on, conducted or transacted is: PRES Energy.
3. The street address of the principal place of business of the Company in the State of New York is One Circle Street, Rochester, New York 14607.
4. The name of each county in which the Company does business or intends to do business is: Monroe.
5. The street address of each place where the Company carries on or conducts or transacts business in the State of New York is One Circle Street, Rochester, New York 14607.

IN WITNESS WHEREOF, this Certificate has been signed this 24 day of February, 2003.

PIKE REAL ESTATE SERVICES LLC

By: Robert C. Moyer
Robert C. Moyer, President

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

On the 24 day of February, in the year 2003, before me the undersigned, a notary public in and for said state, personally appeared Robert C. Moyer, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledge to me that he executed the name in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Lisa R. Sallerson
Notary Public

LISA R. SALLERSON
Notary Public, State of New York
Qualified in Monroe County
Commission Expires Dec. 12, 20 24

C328366

CERTIFICATE OF DOING BUSINESS UNDER ASSUMED NAME

FOR

PIKE REAL ESTATE SERVICES LLC

Pursuant to Section 130 of the New York General Business Law

STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED MAR 10 2003
 Amt of CK/Charge \$ 45
 Auth # _____
 Filing Fee \$ 25
 County Fee \$ _____
 Copy Fee \$ 20
 Return _____
 Succ Handl \$ C _____
 Succ Handl \$ F _____
 By: AK

100967

0107 20000353

Filed By:

PHILLIPS, LYTTLE, HITCHCOCK,
 BLAINE & HUBER LLP
 1400 First Federal Plaza
 Rochester, New York 14614
 Phone No.: (585) 238-2000

-2.

FILING RECEIPT

ENTITY NAME: PRES SERVICES, LLC

DOCUMENT TYPE: AMENDMENT (DOM LLC)
COUNTY PROCESS NAME

COUNTY: ERIE

SERVICE COMPANY: NATIONWIDE INFORMATION SERVICES, INC.

SERVICE CODE: 27

FILED:02/03/2004 DURATION:***** CASH#:040203000186 FILM #:040203000173

ADDRESS FOR PROCESS

THE LLC
5586 MAIN STREET STE 210
WILLIAMSVILLE, NY 14221

REGISTERED AGENT



FILER	FEES		PAYMENTS	
		95.00		95.00
	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	0.00
OLVER KORTS KORONA RUSSELL	CERT	0.00	CHARGE	0.00
PERICAK LLP 100 OFFICE PARK WAY	COPIES	10.00	DRAWDOWN	95.00
BOBEY VILLAGE OFFICE PARK	HANDLING	25.00	BILLED	0.00
PITTSFORD, NY 14534			REFUND	0.00

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

February 6, 2004



A handwritten signature in black ink, appearing to read "R. M. A. J. S.", is written over the printed title.

Secretary of State

FO40203000173

**CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF ORGANIZATION
OF
PIKE REAL ESTATE SERVICES, LLC**

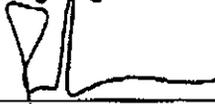
- 1. The name of the limited liability company is: Pike Real Estate Services, LLC.
- 2. The date the Articles of Organization were filed by the Department of State is: July 20, 2001.
- 3. The amendments effected by this certificate of amendment are as follows:

A. Article 1 of the Articles of Organization which sets forth the name of the limited liability company is hereby amended to read: The name of the limited liability company is PRES Services, LLC.

B. Article 3 of the Articles of Organization which sets forth the County in the State of New York in which the principal office of the Company is located is amended to read: The County within the State of New York in which the principal office of the Company is located is Erie.

C. Article 4 of the Articles of Organization which designates the Secretary of State of the State of New York as the agent of the Company upon whom process in any action or proceeding against it may be served and the address to which the Secretary of State shall mail a copy of any process served on him against the Company is amended to read: The Secretary of State of the State of New York is hereby designated as the agent of the Company upon whom process in any action or proceeding against it may be served, and the address to which the Secretary of State shall mail a copy of any process served on him against the Company is 5586 Main Street, Suite 210, Williamsville, New York 14221.

IN WITNESS WHEREOF, the undersigned has executed and signed this certificate this 2nd day of February, 2004 and affirms under penalties of perjury that the foregoing statements are true and complete.



Robert C. Moyer, II, Member

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CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF ORGANIZATION
OF
PIKE REAL ESTATE SERVICES, LLC

FILED

2004 FEB -3 PM 12:12

Filed by:

OLVER, KORTS, KORONA, RUSSELL & PERICAK LLP

Office and Post Office Address, Telephone
Tobey Village Office Park
100 Office Park Way
Pittsford, New York 14534
(585) 387-0500

DRAWNOWN
NIS
27

Ref 07C18737

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 03 2004
TAX \$ _____
BY: [Signature]

2

2004 FEB -2 PM 3:17

RECEIVED

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**ACTION TAKEN BY
WRITTEN CONSENT OF MANAGERS OF
PRES SERVICES, LLC
(authority of officers)**

Pursuant to the authority of the New York Limited Liability Company Law, §408 as the same shall be amended or supplemented from time to time, the undersigned, being all of the Managers of PRES Services, LLC (the "Company"), do hereby take and adopt the following action by written consent in lieu of taking such action at a managers meeting.

WHEREAS the Management Committee desires to give the officers the authority to operate the day to day business of the Company; it is therefore

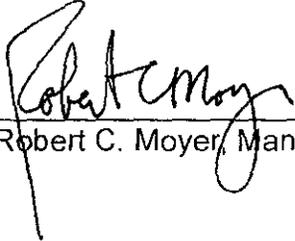
RESOLVED, that the Chief Executive Officer ("CEO") shall be the chief executive officer of the Company; he shall preside at all meetings of the Members; he shall have the general and active management and control of the business and affairs of the Company, subject to the control of the Management Committee, he shall see that all orders and resolutions of the Members and Managers are carried into effect and he shall have the right, power and authority, in the management of the business and affairs of the Company, to do or cause to be done any and all acts deemed by the CEO to be necessary or appropriate to effectuate the business, purposes and objectives of the Company, at the expense of the Company. Without limiting the generality of the foregoing, the CEO shall have the power and authority to:

- (i) establish a record date with respect to all actions to be taken hereunder that require a record date be established, including with respect to allocations and distributions;
- (ii) bring and defend on behalf of the Company actions and proceedings at law or in equity before any court or governmental, administrative or other regulatory agency, body or commission or otherwise; and
- (iii) execute all documents or instruments, perform all duties and powers and do all things for and on behalf of the Company in all matters necessary, desirable, convenient or incidental to the purpose of the Company, including, without limitation, all documents, agreements and instruments related to the making of investments of Company funds; and it is further

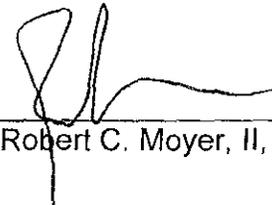
RESOLVED, that the President shall be Chief Operating Officer ("COO") of the Company and its executive officer next in authority to the Chief Executive Officer. He shall assist the Chief Executive Officer in the management of the business of the Company and, in the absence or disability of the Chief Executive Officer, he shall preside at all meetings of the Members and Managers, and exercise the other powers and perform the other duties of the Chief Executive Officer or designate the executive

officers of the Company by whom such other powers shall be exercised and other duties performed; and he shall have such other powers and duties as the Members and Managers may from time to time prescribe.

IN WITNESS WHEREOF, the Management Committee has signed below to indicate their consent to this action taken as of the 19th day of MAY, 2005.



Robert C. Moyer, Manager



Robert C. Moyer, II, Manager

**ACTION TAKEN BY
WRITTEN CONSENT OF MANAGEMENT COMMITTEE OF
PRES SERVICES, LLC
(2006 Annual Meeting)**

Pursuant to the authority of the New York Limited Liability Company Law, §408 as the same shall be amended or supplemented from time to time, the undersigned, being all of the Managers of PRES Services, LLC (the "Company"), do hereby take and adopt the following action by written consent in lieu of taking such action at a managers meeting.

WHEREAS, the Management Committee wishes to ratify all of the actions of the officers since the last management meeting and to elect new officers, it is therefore:

RESOLVED, that the following are elected as officers of the Limited Liability Company to serve until new officers are elected:

Robert C. Moyer, II - President, Chief Operating Officer & Treasurer

Robert C. Moyer, Sr. - Chief Executive Officer & Secretary;

and it is further

RESOLVED, that all actions of the officers of the Company since the last Management Committee meeting are hereby ratified and approved.

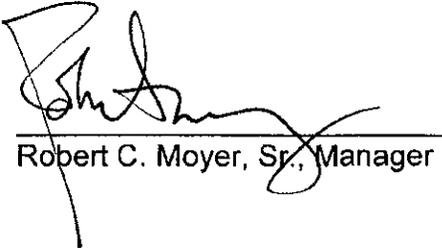
WHEREAS, it is the business judgment of the Management Committee that the officers' salaries for the fiscal year ending December 31, 2006 be set by the committee, it is therefore

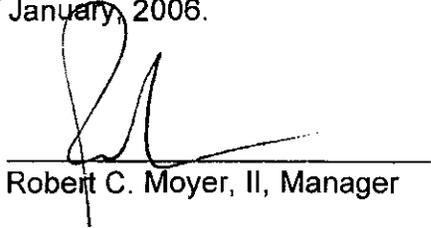
RESOLVED, that the salaries to be paid to the officers of the Company for fiscal year ending December 31, 2006 are as follows:

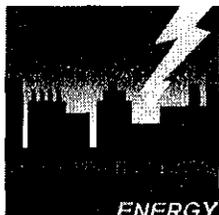
Robert C. Moyer, II, President, COO & Treasurer -

Robert C. Moyer, Sr., CEO & Secretary -

IN WITNESS WHEREOF, the Management Committee has signed below to indicate their consent to this action taken as of the 3rd day of January, 2006.


Robert C. Moyer, Sr., Manager


Robert C. Moyer, II, Manager



PRES Services

2430 North Forest Road, Suite 106
Getzville, NY 14068
Phone: (716) 633-1370
Fax: (716) 633-0338
Web Page: www.pres-services.com

Robert C. Moyer

Relevant Experience *PRES Services, LLC, CEO* *2000 – Present*

Co- founder of our full services real estate and facilities management consulting firm, as well as, our PRES Energy Division. Our PRES Energy Division provides supply and demand-side services to optimize energy cost performance; the PRES Location Strategies Division provides consulting services for both long range property portfolio planning and organizational approaches for delivery of property-related services within the corporations we service. Current responsibilities include oversight and strategy review for all major consulting projects, and oversight management of our full service Energy Cost Management assignments.

Trammell Crow Company, Senior Vice President *1994- 2000*

Served as the National Energy Practice Leader for Global Services. Supported local energy teams to realize the value creation in the energy cost line item; ensured the full resource capabilities of TCC are made available as required. Actively participated in the ongoing energy management initiatives of existing accounts; met the KRI objectives established for each client.

Specialized also in services to utility customers including Niagara Mohawk Power Corp., Oneok, Allegheny Power, Duquesne Power and Light, and Conectiv.

RCM Consulting, Inc., Principal *1992-1995*

Provide real estate consulting services to Xerox, Frontier Communications, Niagara Mohawk Power Corp, J&J Clinical Products, Highland Hospital, and Sentry Group. Served as Owner's Rep & Program Director for the \$22.5M Rochester Public Library expansion project.

Eastman Kodak Company Director, Strategic Planning, Corporate Real Estate Office *1965-1992*

Responsible for the strategic planning and implementation of the surplus assets disposition. Responsible in a number of other assignments for capital project management, management training, energy management, mechanical engineering design, and construction management.

Education & Credentials *Pennsylvania State University* *B.S.M.E., Mechanical Engineering*

Professional Engineer, New York State
Real Estate Broker, New York State

Memberships/ Affiliations *Core Net, Master Professional Certification* *Project Management Institute, Member* *ASHRAE, Distinguished Service Member*





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Robert C. Moyer, II

Relevant Experience **PRES Services, LLC, President, 2003 – Present**

Co- founder of our PRES Energy Division and the full services real estate and facilities management consulting functions of our firm. The PRES Energy Division provides supply and demand-side services to optimize energy cost performance; the PRES Location Strategies Division provides consulting services for both long range property portfolio planning and organizational approaches for delivery of property-related services within the corporations we service. Current responsibilities include overall business oversight and management of PRES Services, lead account management teams, operations planning for our national operations platform, and business development functions.

Custom Energy, LLC, Vice President & General Manager, 1998- 2003

Initial assignment involved starting a new energy services business in the Pittsburgh, PA market, integrating a newly acquired energy supply side services and procurement company into Custom Energy's demand side business. Overall responsibilities included new business development, operations management, and overall P&L responsibilities for the new operating region. Upon successful launch of the new region, the assignment expanded to include overall business development and operations oversight activities for the company's east coast operations.

Strategic Resource Solutions, (a Carolina Power and Light Subsidiary), Director- Commercial and Industrial Markets, 1997-1998

Responsible for creating a new commercial and industrial division for a company being acquired by Carolina Power and Light. Primary assignment entailed hiring and training of a new commercial and industrial sales and operations resource team; a condition precedent to the utility fully acquiring the business. Carolina Power and Light completed the acquisition process and the Company became a wholly owned subsidiary of CP&L in less than 1 year.

Honeywell, Inc, Account Management- Commercial and Industrial Markets, 1993-1997

Responsible for energy services business development and sales efforts, program design and analysis, and project administration for commercial and industrial accounts; also responsible for expanding control system service and sales activities for new and existing clients.

NPV, Inc, Various Construction Management based Assignments-, 1989-1992 *Served various roles for a construction management subcontractor for Eastman Kodak Company primarily focused on building new commercial and industrial facilities.*

Education & Credentials *Clarkson University, Potsdam, NY* *Bachelor of Science in Engineering and Management*

Memberships/ Affiliations *Association of Energy Engineers* *ASHRAE, Project Management Institute, USGBC*





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Dan Morrison

Relevant Experience ***PRES Services, LLC, Executive Vice President of Operations*** *2005 – Present*

PRES Energy Division provides supply and demand-side services to optimize energy cost performance. Current responsibilities include operations planning, resourcing, cost estimating and budget management of client engagements for technical services and project implementation

Custom Energy, LLC, President & Vice President of Operations *1993- 2004*

Prior to joining PRES Energy's management team, Mr. Morrison held several positions for a national energy services company. Dan was the President of the energy asset and continuing services business unit, along with the President of the Mexican company, and managing officer for several joint ventures or partnerships. Prior to these roles, Dan was the Vice President of Operations for eight years. Within that role, Dan was responsible for all engineering, construction and post-construction activities of the national energy service company. Dan managed a staff of 20-25 technical personnel that performed in excess of \$250MM of energy related building infrastructure construction.

Performed and managed all aspects of functions related to running an energy performance contracting construction and services oriented business. In addition to the general administrative and financial P&L responsibility this entails the turnkey implementation of energy projects including: initial project development, comprehensive energy audits and analysis, system and equipment evaluation and specification, project management, and savings verification in the commercial, industrial, institutional, and healthcare sectors.

Representative customers included: Delphi Automotive; Dean Foods; State of Maryland; David Sarnoff Research Center; St. Barnabas Health System; U.S. Department of Army; Hyatt Hotels; US Postal Service;

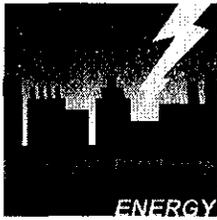
C&C Associates, Project Executive *1990-1993*

Responsible for designing and implementing installations of direct digital energy management control systems for a Barber-Colman field office in the Kansas City performing installation and service projects for commercial, governmental and institutional facilities.

Education & Credentials *University of Nebraska* *Industrial Engineering*

Memberships/ Affiliations *Association of Energy Engineers, Member*





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Robert K. Camera

“Ken”

Relevant Experience **PRES Energy Procurement, General Manager** 2006 – Present

PRES Energy Procurement provides supply-side services to commercial and industrial clients who are looking for complete buying strategy planning and buying services. Our energy portfolio perspective and approach entails aligning a buying strategy with the client's risk tolerance profile. As part of this overall effort our services include rate analysis, budget preparation, RFP instruments, contract review, price product analysis, bid evaluation, and on-going market monitoring services.

Select Energy, Western Regional Account Executive 2004- 2006

Responsibilities included selling electric and gas supply services to large commercial, industrial, and municipal clients in Western NY (Buffalo Region). Also provided account maintenance services including budget, cost, and rate analysis and contract negotiations. Spearheaded development of Select Energy NY's weekly market update email newsletter which was distributed to customers statewide. Clients included: Roswell Park Cancer Institute, Goodyear, McKesson, Excellus, UPS.

eBidenergy, Inc., Vice President – Business Development 2001-2004

Responsible for marketing and sales strategy for Internet-based energy information services company. Developed channel relationships with various energy suppliers, sold enterprise systems to large customers, and played a key role in product development. Major clients included: Xerox, Advantage Energy, Corning, Corning Natural Gas, Select Energy, Monroe County Water Authority.

The Laurel Group, Inc. President 1999-2001

Self-employed energy consultant providing energy analysis, marketing and sales planning, and start-up assistance. Co-led a team of independent consultants in the start-up of two utility-based energy services companies. Primary area of responsibility was business plan and product development. Clients included: Sierra Pacific Power, Rochester Gas & Electric, Econoler (UN Mission), Puget Power.

Education & Credentials **Hobart and William Smith Colleges** BA, Economics, 1972

University of Pennsylvania
MS, Energy Management and Planning, 1984
