

Attachment 1

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "VERDE ENERGY USA ILLINOIS, LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JANUARY, A.D. 2011, AT 10:46 O'CLOCK A.M.

4927992 8100

110050049

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8499167

DATE: 01-18-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:55 AM 01/18/2011
FILED 10:46 AM 01/18/2011
SRV 110050049 - 4927992 FILE

CERTIFICATE OF FORMATION
OF
LIMITED LIABILITY COMPANY

FIRST: The name of the limited liability company is VERDE ENERGY USA ILLINOIS, LLC

SECOND: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, DE 19808. The name of its Registered Agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation of VERDE ENERGY USA ILLINOIS, LLC this 18th day of January, 2011.

Corporation Service Company,
Organizer

BY /s/ Susan Walker
Susan Walker
Assistant Secretary



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 20, 2011

0342707-2

ILLINOIS CORPORATION SERVICE C
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703-4261

RE VERDE ENERGY USA ILLINOIS, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE APPROVED APPLICATION FOR ADMISSION.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS MONTH OF QUALIFICATION NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

A handwritten signature in black ink that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

Form **LLC-45.5**
June 2010

Illinois Limited Liability Company Act
**Application for Admission to
Transact Business**

0342707-2

Secretary of State
Department of Business Services
Limited Liability Division
601 S. Second St., Rm. 351
Springfield, IL 62766
217-624-8008
www.cyberdriveillinois.com

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

SUBMIT IN DUPLICATE
Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved: 13

FILE #:

This space for use by Secretary of State.

FILED

JAN 20 2011

**JESSE WHITE
SECRETARY OF STATE**

1. Limited Liability Company Name: Verde Energy USA Illinois, LLC

2. Assumed Name: Not Applicable
(This item is only applicable if the company name in Item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)

3. Jurisdiction of Organization: Delaware

4. Date of Organization: January 18, 2011

5. Period of Duration: Perpetual
(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address of the Office required to be maintained in the jurisdiction of its organization or, if not required, of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)
101 Merritt Seven Corporate Park, Third Floor
Number Street Suite #
Norwalk, CT 06851
City, State ZIP Code

7. Registered Agent: Illinois Corporation Service Company
First Name Middle Name Last Name
Registered Office: 801 Adini Stevenson Drive
(P.O. Box alone or c/o is unacceptable.) Number Street Suite #
Springfield Sangamon County Illinois 62703
City Zip Code

8. If applicable, Date on which Company first conducted business in Illinois: Not Applicable

(continued on back)

LLC-45.6

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: To engage in the business of
supplying electricity and gas to residential and commercial customers and all other lawful acts and activities for which a
limited liability company may be organized under the laws of the State of Illinois.

10. The Limited Liability Company: (check one)

a. Is managed by the manager(s) (List names and addresses.)

b. has management vested in the members(s) (List names and addresses.)

Verde Energy USA Holdings, LLC

101 Merritt Seven Corporate Park, Third Floor, Norwalk, CT 06851

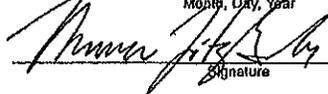
11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or county wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: January 20, 2011

Month, Day, Year


Signature

Thomas FitzGerald, President and CEO

Name and Title (type or print)

Verde Energy USA Holdings, LLC, member

If applicant is signing for a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC.