FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 334189

I hereby certify that

CLECO ELECTRIC INDUSTRIES LIMITED

having by special resolution changed its name, is now incorporated under the name of

CLECO LTD

Given under my hand at the Companies Registration Office, Cardiff the 11 APRIL 1988

> clo-closo. M. H. Moss

an authorised officer

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Please complete legibly, preferably in black type, or hold block lettering.

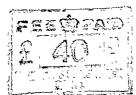
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THE COMPANIES ACTS 1948 TO 1985

[Extraordinary] [Special] Resolution[s]

Pursuant to section 378 of the Companies Act 1985



2 3 MAR 1988

DIFFICE.

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Note: to be filed within 15 days after the passing of the resolution(s).

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THOMAS MAY & CO. Allen House, Helyarko atreat LEICESTER LET 55G