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LLP
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December 13, 2005

VIA HAND DELIVERY

Ms. Geneva S. Thigpen, Chief Clerk
North Carolina Utilities Commission
430 North Salisbury Street
Dobbs Building
Raleigh, North Carolina 27603-5918

Re: North Carolina Advanced Energy Corporation

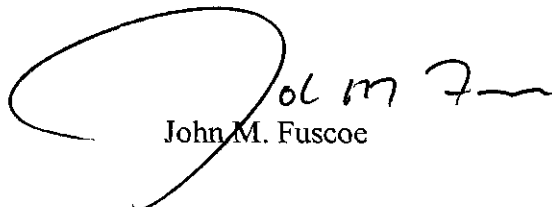
Dear Ms. Thigpen:

On behalf of our client, North Carolina Advanced Energy Corporation ("the Company"), we are writing to inform the North Carolina Utilities Commission (the "Commission") that on Wednesday, December 7, at a duly called meeting of the Board of Directors of the Company, the Board approved an amendment to the Company's Articles of Incorporation as set forth in the Articles of Amendment attached hereto. The company respectfully requests that the Commission approve this amendment and also appoint Robert K. Koger to the Company's Board of Directors.

If you have any questions regarding this matter, please contact the undersigned.

Very truly yours,

WYRICK ROBBINS YATES & PONTON LLP


John M. Fuscoe

Enclosure

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**ARTICLES OF AMENDMENT OF
NORTH CAROLINA ADVANCED ENERGY CORPORATION**

Pursuant to Section 55A-10-05 of the General Statutes of North Carolina, the undersigned corporation hereby submits these Articles of Amendment for the purpose of amending its Restated Articles of Incorporation.

1. The name of the corporation is North Carolina Advanced Energy Corporation.
2. The Restated Articles of Incorporation of the corporation are hereby amended as follows.

The third sentence of Article 5, Section 1 of the Restated Articles of Incorporation is hereby deleted and replaced in its entirety as follows.

"There shall be a maximum of fourteen (14) Directors of this Corporation. One Director shall be appointed by the North Carolina Utilities Commission and shall serve until such director's death, resignation, retirement, removal, or until a successor is appointed by the North Carolina Utilities Commission. The North Carolina Utilities Commission may remove this director at any time and in its sole discretion, either with or without cause, and appoint a successor. The remaining thirteen (13) directors shall be appointed in the manner hereinafter specified."

3. The date of adoption of the foregoing amendment to the Restated Articles of Incorporation by the Board of Directors was December 7, 2005.
4. The amendment to the Restated Articles of Incorporation was approved by the members of the corporation in the manner prescribed by law.
5. These Articles of Amendment will be effective upon filing.

Dated this the 7th day of December 2005.

North Carolina Advanced Energy Corporation

By: 

Name: Robert K. Koger

Title: President and Executive Director