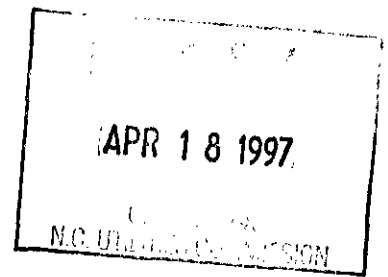


MEMORANDUM

TO: N.C. Utilities Commission

FROM: Robert K. Koger, President, Alternative Energy Corporation

SUBJECT: Name Change



OFFICIAL COPY

E-100, Sub 37

The Board of Directors of the North Carolina Alternative Energy Corporation hereby requests the North Carolina Utilities Commission to approve a change to the name of the Corporation.

In order to better reflect the Charter and Mission of the North Carolina Alternative Energy Corporation and to more broadly indicate the corporation's ongoing activities, the Board of Directors recommends and respectfully requests that the word "alternative" be replaced by the word "advanced" in the designation of the corporation.

Attached hereto are the certification and resolutions as passed by the board.

Clerk
as
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Hoover
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Creasy

Shuber
3 Wike
3 Carter
2 Farmer
3 Electric

NORTH CAROLINA ALTERNATIVE ENERGY CORPORATION

The undersigned president of North Carolina Alternative Energy Corporation (the "Corporation") hereby certifies as follows:

Attached hereto as Exhibit A is a true, correct and complete copy of a resolution adopted by the members of the Corporation at their regular annual meeting held April 17, 1997, which resolution is in full force and effect.

IN WITNESS WHEREOF, the undersigned executed this certificate this 17th day of April 1997.

A handwritten signature in dark ink, appearing to read "Robert K. Koger", is written over a horizontal line.

President

Robert K. Koger

**RESOLUTION TO INSERT IN MINUTES OF AEC BOARD OF DIRECTORS
MEETING TO APPROVE NAME CHANGE**

WHEREAS, the Board of Directors desires to amend the Articles of Incorporation of North Carolina Alternative Energy Corporation to change the name of the Corporation to North Carolina Advanced Energy Corporation.

NOW, THEREFORE, BE IT RESOLVED: That the Board of Directors approves and hereby recommends to the members that the Articles of Amendment to the Articles of Incorporation, attached hereto as Exhibit A, changing the name of the Corporation, be approved.

FURTHER RESOLVED: That the Board of Directors shall submit the Articles of Amendment to the members for approval as required by law.

FURTHER RESOLVED: That the officers of the Corporation be authorized and directed to file the Articles of Amendment with the North Carolina Secretary of State after member approval has been duly obtained.

FURTHER RESOLVED: That the officers of the Corporation are hereby authorized and directed to take such further action as may be necessary or appropriate to effectuate the intent of the foregoing resolutions.