APPLICATION FOR REGISTRATION
OF A FOREIGN LIMITED LIABILITY COMPANY
Pursuant to A.R.S. § 29-802

The name of the foreign limited liability company is:

NERO Solar Systems LLC

If the exact name of the foreign limited liability company is not available for use in this state or does not meet the requirements of A.R.S. § 29-802, then the fictitious name adopted for use by the limited liability company in Arizona is:

________________________

The company is organized under the laws of:

Delaware

(State or Country)

The date of the company’s formation is:

October 10, 2011

The purpose of the company or the general character of business it proposes to transact in Arizona is:

Solar energy projects.

The name and street address of the statutory agent for the foreign limited liability company in Arizona is:

CT Corporation System

2934 East Camelback Road, Phoenix, Arizona 85016

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

CT Corporation System, having been designated to act as

 statutory agent, hereby consent to act in that capacity until rescinded or resignation is submitted to

the Arizona Corporation Commission.

Margaret E. Routzahn

Signature

Special Assistant Secretary

CT Corporation System

If signing on behalf of a company, print company name here
6. Check A or B to show what management structure will be applicable to your entity.

   A  [ ] Member [ ] Manager
   B  [ ] Member [ ] Manager

   Name: ____________________________   Name: ____________________________
   Address: _________________________   Address: _________________________
   City, State, Zip: __________________ City, State, Zip: __________________

   Name: ____________________________   Name: ____________________________
   Address: _________________________   Address: _________________________
   City, State, Zip: __________________ City, State, Zip: __________________

7. If the state or country of formation does not require an address to be provided, provide the name and address of the registered agent in the state or country of formation.

   The application must be signed by a member or manager, or the applicable, or by a duly authorized agent.

   Attach a certificate of existence or document of similar import duly authenticated in the manner of the state or country of formation.

   Name: ____________________________   Name: ____________________________
   Address: _________________________   Address: _________________________
   City, State, Zip: __________________ City, State, Zip: __________________

   Name: ____________________________   Name: ____________________________
   Address: _________________________   Address: _________________________
   City, State, Zip: __________________ City, State, Zip: _________________

   7. Give the address of the office required to be maintained in the state or country of formation.

   ________________________________
   Signed Date: ____________________
   ____________
   __________

   __________
   __________

   [ ] Member [ ] Manager [ ] Authorized Agent

   Print Name (check one)   C Member   C Manager   C Authorized Agent

   PHONE: _________________________   FAX: ___________________________