

Exhibit 4

State of New York)
Department of State) ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 12, 2006



A handwritten signature in black ink, appearing to be "D. J. ...", is written over the seal area.

Special Deputy Secretary of State

f060612000284

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF
ENERGY EAST CORPORATION
Under Section 805 of the
Business Corporation Law

The undersigned, being the Vice President – General Counsel of Energy East Corporation, a New York corporation, hereby certifies:

FIRST. The name of the corporation is Energy East Corporation. The name under which the corporation was originally formed was NGE Resources, Inc.

SECOND. The Certificate of Incorporation of the corporation was filed by the Department of State on September 23, 1997.

THIRD. The Certificate of Incorporation is amended to effect the following amendments authorized by the Business Corporation Law of the State of New York (the "NYBCL"), namely: Article 9 is amended to remove supermajority voting for amendment of certain By-Law provisions and Article 10 is amended to reduce the vote required for stockholder approval of the sale, lease or exchange of all or substantially all of the corporation's assets in accordance with Section 903 of the NYBCL, a share exchange in accordance with Section 913 of the NYBCL or dissolution in accordance with Section 1001 of the BCL.

FOURTH. Article 9 of the Certificate of Incorporation relating to amendment of the corporation's by-laws is amended to read in its entirety as follows:

9. By-Laws of the Corporation may be altered, amended, repealed or adopted by the affirmative vote of the stockholders entitled to cast a majority of the votes entitled to be cast, or by the affirmative vote of a majority of the Board of Directors at any meeting duly held as provided in the By-Laws of the Corporation.

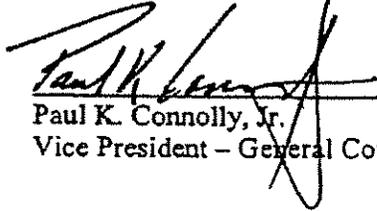
FIFTH. Article 10 of the Certificate of Incorporation relating to the vote of stockholders required to adopt a plan of merger or consolidation, is amended to read in its entirety as follows:

10. The affirmative vote of the stockholders entitled to cast a majority of the votes entitled to be cast shall be required to (i) approve the sale, lease or exchange of all or substantially all of the assets of the Corporation in accordance with Section 903 of the New York Business Corporation Law ("NYBCL"), (ii) adopt a plan of merger or consolidation in accordance with Section 909 of the NYBCL, (iii) approve a share exchange in accordance with Section 913 of the NYBCL, (iv) dissolve in accordance with Section 1001 of the NYBCL, or (v) act under any successor provision to the foregoing provisions of the NYBCL.

SIXTH. The foregoing amendments to the Certificate of Incorporation of the corporation were authorized at a meeting of the Board of Directors at which a quorum was present and at a subsequent meeting of stockholders by the vote of two-thirds of the outstanding shares of Common Stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment this 8th day of June, 2006.

ENERGY EAST CORPORATION



Paul K. Connolly, Jr.
Vice President - General Counsel

f 060612000 284

DRAWDOWN
ACCT# 04

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF
ENERGY EAST CORPORATION
Under Section 805 of the
Business Corporation Law

2006 JUN 12 AM 10:47

FILED

PAR

Filed by:

LeBoeuf, Lamb, Greene & MacRae LLP
125 West 55th Street
New York, NY 10019-5389

4

STATE OF NEW YORK
DEPARTMENT OF STATE

2006 JUN 12 AM 10:00

FILED JUN 12 2006

RECEIVED

TAXS _____
BY SB

albamny

2

303

State of New York)
Department of State) ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 21, 2004



A handwritten signature in black ink, appearing to read "P. A. S.", is written over the printed title.

Secretary of State

F0406210002S2

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF
ENERGY EAST CORPORATION
Under Section 805 of the
Business Corporation Law

The undersigned, being the Vice President, Treasurer & Secretary of Energy East Corporation, a New York corporation, hereby certifies:

FIRST. The name of the corporation is Energy East Corporation. The name under which the corporation was originally formed was NGE Resources, Inc.

SECOND. The Certificate of Incorporation of the corporation was filed by the Department of State on September 23, 1997.

THIRD. The Certificate of Incorporation is amended to effect the following amendments authorized by the Business Corporation Law of the State of New York, namely: Article 4(B)(1) is amended to remove cumulative voting in the election of directors and Article 7 is amended to remove the classification of directors.

FOURTH. Article 4(B)(1) of the Certificate of Incorporation, relating to the Common Stock of the corporation, is amended to read in its entirety as follows:

(1) Common Stock

Each share of Common Stock shall have one vote. Subject to any voting rights which may vest in holders of Preferred Stock under the provisions of any series of Preferred Stock established by the Board of Directors pursuant to authority herein provided and except as otherwise provided by law, the exclusive voting power for all purposes shall be vested in the holders of Common Stock. Subject to the rights of the holders of Preferred Stock under the provisions of any series of Preferred Stock established by the Board of Directors pursuant to authority herein provided, the holders of Common Stock shall be entitled to receive such dividends, in cash, securities, or property, as may from time to time be declared by the Board of Directors. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, after payment or provision for payment shall have been made of the amounts to which the holders of Preferred Stock shall be entitled under the provisions of any series of Preferred Stock established by the Board of Directors pursuant to authority herein provided, the holders of Common Stock shall be entitled, to the exclusion of the holders of the Preferred Stock of any series, to share ratably, according to the number of

shares held by them, in all remaining assets of the Corporation available for distribution.

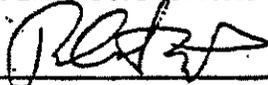
FIFTH. Article 7 of the Certificate of Incorporation of the corporation, relating to the classification of the board of directors of the corporation, is amended to read in its entirety as follows:

7. The directors shall be elected to hold office for terms expiring at the next annual meeting of stockholders and until their successors have been elected and qualified.

SIXTH. The foregoing amendments to the Certificate of Incorporation of the corporation were authorized at a meeting of the Board of Directors at which a quorum was present and at a subsequent meeting of stockholders by the vote of a majority of the outstanding shares of Common Stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment this 18th day of June, 2004.

ENERGY EAST CORPORATION



Robert D. Kump
Vice President, Treasurer & Secretary

2

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUL 23 2001



A handwritten signature in cursive script, appearing to read "J. Shubert", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF

ENERGY EAST CORPORATION
Under Section 805 of the
Business Corporation Law

F990426000308

The undersigned, being the Secretary of Energy East Corporation, a New York corporation, hereby certifies:

FIRST. The name of the corporation is Energy East Corporation. The name under which the corporation was originally formed was NGE Resources, Inc.

SECOND. The Certificate of Incorporation of the corporation was filed by the Department of State on September 23, 1997.

THIRD. The Certificate of Incorporation is amended to effect the following amendments authorized by the Business Corporation Law of the State of New York, namely: Article 4(A) is amended to increase the aggregate number of shares which the corporation is authorized to issue by authorizing One Hundred Million (100,000,000) additional shares of Common Stock, Article 4(B)(1) is amended to provide for cumulative voting in the election of directors, and Article 9 is amended to lower the supermajority stockholder vote requirement.

FOURTH. Article 4(A) of the Certificate of Incorporation of the corporation, relating to the authorized shares of the corporation, is amended to read in its entirety as follows:

4. (A) The aggregate number of shares of stock which the Corporation shall have authority to issue is Three Hundred Ten Million (310,000,000) consisting of:

(1) Three Hundred Million (300,000,000) shares of Common Stock, with a par value of One Cent (\$.01) per share; and

(2) Ten Million (10,000,000) shares of Preferred Stock, with a par value of One Cent (\$.01) per share.

FIFTH. Article 4(B)(1) of the Certificate of Incorporation relating to the Common Stock of the corporation is amended to read in its entirety as follows:

(1) Common Stock

Each share of Common Stock shall have one vote, except that at all elections of directors by the holders of Common Stock, each holder of Common Stock shall be entitled to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of Common Stock multiplied by the number of directors in the class to be elected, and he may cast all of such votes for a single director in such class or may distribute them among the number of directors in such class to be voted for, or any two or more of them, as he may see fit. Subject to any voting rights which may vest in holders of Preferred Stock under the provisions of any series of Preferred Stock established by the Board of Directors pursuant to authority herein provided and except as otherwise provided by law, the exclusive voting power for all purposes shall be vested in the holders of Common Stock. Subject to the rights of the holders of Preferred Stock under the provisions of any series of Preferred Stock established by the Board of Directors pursuant to authority herein provided, the holders of Common Stock shall be entitled to receive such dividends, in cash, securities, or property, as may from time to time be declared by the Board of Directors. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, after payment or provision for payment shall have been made of the amounts to which the holders of Preferred Stock shall be entitled under the provisions of any series of Preferred Stock established by the Board of Directors pursuant to authority herein provided, the holders of Common Stock shall be entitled, to the exclusion of the holders of the Preferred Stock of any series, to share ratably, according to the number of shares held by them, in all remaining assets of the Corporation available for distribution.

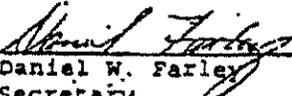
SIXTH: Article 9 of the Certificate of Incorporation relating to the supermajority stockholder vote requirement, is amended to read in its entirety as follows:

9. By-Laws of the Corporation may be altered, amended, repealed or adopted by the affirmative vote of the stockholders entitled to cast a majority of the votes entitled to be cast, or by the affirmative vote of a majority of the Board of Directors at any meeting duly held as provided in the By-Laws of the Corporation; provided that any alteration, amendment or repeal of, or the adoption of any provision, inconsistent with, By-Laws 6, 7, 8, 10 or 43, if by action of the stockholders, shall be only upon the affirmative vote of the stockholders entitled to cast two-thirds of the votes entitled to be cast.

SEVENTH. The foregoing amendments to the Certificate of Incorporation of the corporation were authorized at a meeting of the Board of Directors at which a quorum was present and at a subsequent meeting of stockholders by the vote of a majority of the outstanding shares of Common Stock entitled to vote thereon with respect to the amendments to Article 4(A) and Article 4(B) (1) and by the vote of two-thirds of the outstanding shares of Common Stock entitled to vote thereon with respect to the amendment to Article 9.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment this 26th day of April, 1999.

ENERGY EAST CORPORATION


Daniel W. Farley
Secretary

3

F 990426000 308

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF

ENERGY EAST CORPORATION
Under Section 805 of the
Business Corporation Law

LAW OFFICES
TODIN AND DEMPSEY
30 E. STATE
ALBANY, N.Y. 12207

200
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 28 1999
TAXS 500
BY: DAC

DAC #500

Albany

4

990426000 311

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JUL 31 2000.



A handwritten signature in cursive script, appearing to read "J. L. ...", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

CERTIFICATE OF EXCHANGE
of Shares of
NEW YORK STATE ELECTRIC & GAS CORPORATION,
Subject Corporation,
for Shares of

F980430000087

ENERGY EAST CORPORATION,
Acquiring Corporation,
or Other Consideration,
Under Section 913 of the
Business Corporation Law

The undersigned, being the Senior Vice President and
Chief Financial Officer and the Vice President and Secretary,
respectively, of New York State Electric & Gas Corporation, a New
York corporation, and the Chairman and the Secretary,
respectively, of Energy East Corporation, a New York corporation,
hereby certify:

1. The name of the acquiring corporation is Energy
East Corporation (the "Acquiring Corporation"). The name under
which the Acquiring Corporation was originally formed was NGE
Resources, Inc. The name of the subject corporation is New York
State Electric & Gas Corporation (the "Subject Corporation").
The name under which the Subject Corporation was originally
formed was ~~Light Company~~.

2. The designation and number of outstanding shares of
capital stock of the Subject Corporation are as follows: Common
Stock, \$5.66 2/3 par value per share, each of which is entitled
to one vote and of which 64,508,281 shares are outstanding (the
"Subject Corporation Common Stock"); 3.75% Serial Preferred
Stock, \$100.00 par value per share, of which 150,000 shares are
outstanding; 4 1/2% Serial Preferred Stock (Series 1949), \$100.00
par value per share, of which 40,000 shares are outstanding;
4.15% Serial Preferred Stock, \$100.00 par value per share, of

which 14,000 shares are outstanding; 4.40% Serial Preferred Stock, \$100.00 par value per share, of which 55,200 shares are outstanding; ~~4.15% Serial Preferred Stock (Series 1954), \$100.00~~ par value per share, of which 35,200 shares are outstanding; 7.48% Serial Preferred Stock, \$100.00 par value per share, of which 100,000 shares are outstanding; 6.30% Serial Preferred Stock, \$100.00 par value per share, of which 250,000 shares are outstanding; Adjustable Rate Serial Preferred Stock, Series B, \$25.00 par value per share, of which 2,000,000 shares are outstanding; and 7.40% Serial Preferred Stock, \$25.00 par value per share, of which 1,000,000 shares are outstanding (said series of preferred stock are collectively referred to herein as the "Subject Corporation Preferred Stock"). The Subject Corporation is also authorized by its Restated Certificate of Incorporation to issue Preference Stock (Cumulative, \$100 Par Value) (the "Subject Corporation Preference Stock"), none of which is outstanding. Holders of Subject Corporation Preferred Stock and Subject Corporation Preference Stock are not entitled to vote except as provided in the Restated Certificate of Incorporation of the Subject Corporation and as otherwise provided by law. The number of shares set forth in this paragraph is subject to change prior to the effective date of the share exchange contemplated hereby (the "Effective Time") insofar as the Subject Corporation may during said period issue Subject Corporation Preference Stock, issue additional Subject Corporation Common Stock and Subject Corporation Preferred Stock and may reacquire Subject

Corporation Preferred Stock and may repurchase Subject Corporation Common Stock.

~~The designation and number of outstanding shares of the~~
Acquiring Corporation are: Common Stock, \$-.01 par value per
share (the "Acquiring Corporation Common Stock"), each of which
is entitled to one vote and of which 150 shares are outstanding;
and Preferred Stock, \$.01 par value per share (the "Acquiring
Corporation Preferred Stock"), none of which is outstanding.
~~holders of Acquiring Corporation Preferred Stock are not entitled~~
to vote except as may be fixed in the Restated Certificate of
Incorporation of the Acquiring Corporation and as otherwise
provided by law. The number of shares set forth in this
paragraph is subject to change prior to the Effective Time
insofar as the Acquiring Corporation may during said period issue
Acquiring Corporation Preferred Stock and additional Acquiring
Corporation Common Stock. The Acquiring Corporation is
authorized to issue 200,000,000 shares of Acquiring Corporation
Common Stock and 10,000,000 shares of Acquiring Corporation
Preferred Stock.

3. The effective date of the share exchange
contemplated hereby is May 1, 1998:

4. The original Certificate of Incorporation of the
Acquiring Corporation was filed by the Department of State on
September 23, 1997. The original Certificate of Incorporation of
the Subject Corporation was filed by the Department of State on
October, 28, 1852.

5. The designation of the shares to be acquired by the Acquiring Corporation is Common Stock, \$6.66 2/3 par value per share, of the Subject Corporation. ~~At the effective time, each~~ share of Common Stock, \$6.66 2/3 par value per share, of the Subject Corporation outstanding at the Effective Time shall be exchanged for one share of Acquiring Corporation Common Stock.

6. The Plan of Exchange was duly adopted by the Board of Directors of the Acquiring Corporation at a meeting held on September 25, 1997. The Plan of Exchange was duly adopted by the Board of Directors of the Subject Corporation at a meeting held on October 10, 1997. The Plan of Exchange was duly adopted by vote of the holders of two-thirds of all outstanding shares of the Subject Corporation entitled to vote thereon at a meeting held on April 29, 1998, pursuant to a notice dated March 11, 1998.

IN WITNESS WHEREOF, the parties hereto have signed, and
Sherwood J. Rafferty and Daniel W. Farley have verified, this
~~Certificate of Exchange this 29th day of April, 1928.~~

NEW YORK STATE ELECTRIC & GAS
CORPORATION

Sherwood J. Rafferty
Sherwood J. Rafferty
Senior Vice President and
Chief Financial Officer.

Daniel W. Farley
Daniel W. Farley
Vice President
and Secretary

ENERGY EAST CORPORATION

Wesley W. von Schack
Wesley W. von Schack
Chairman

Daniel W. Farley
Daniel W. Farley
Secretary

STATE OF NEW YORK)
) SS.
COUNTY OF BROOME)

I, Sherwood J. Rafferty, being duly sworn, depose and state that I am the Senior Vice President and Chief Financial Officer of New York State Electric & Gas Corporation, one of the corporations named in and described in the foregoing Certificate of Exchange and that I have read the foregoing document and know the contents thereof to be true except as to matters therein stated to be alleged upon information and belief, and as to those matters, I believe them to be true.

Sherwood J. Rafferty

Sworn to before me this 29th day of April, 1998.

[Signature]
Notary Public

STATE OF NEW YORK)
) SS.
COUNTY OF BROOME)

I, Daniel W. Farley, being duly sworn, depose and state that I am the Secretary of Energy East Corporation, one of the corporations named in and described in the foregoing Certificate of Exchange, and that I have read the foregoing document and know the contents thereof to be true, except as to matters therein stated to be alleged upon information and belief, and as to those matters, I believe them to be true.

Daniel W. Farley

Sworn to before me this 29th day of April, 1998.

Nancy M. Santucci
Notary Public

NANCY M. SANTUCCI
Notary Public, State of New York
No. 4873554
Residence in Broome Co.
Commission Expires June 1, 1999

F 980 43000087

CERTIFICATE OF EXCHANGE
of Shares of
NEW YORK STATE ELECTRIC & GAS CORPORATION,
Subject Corporation,
for Shares of
ENERGY EAST CORPORATION,
Acquiring Corporation,
or Other Consideration,
Under Section 913 of the
Business Corporation Law.

Law Offices
TOSIN AND DENNY
33 RIVERST
Albany, New York 12201

Jan

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 3 9 1998
TAXS *SAC*
BY: *Albany*

7

980 43000090

State of New York)
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUL 23 2001



A handwritten signature in black ink, appearing to read "J. Shub", with a long horizontal line extending to the right.

Special Deputy Secretary of State

RESTATED CERTIFICATE OF INCORPORATION
OF

ENERGY EAST CORPORATION
Under Section 407 of the
Business Corporation Law

F 980423 0 00 354

The undersigned, being the Chairman and the Secretary, respectively, of Energy East Corporation, a New York corporation, hereby certify:

FIRST. The name of the corporation is Energy East Corporation. The name under which the corporation was originally incorporated was NGE Resources, Inc.

SECOND. The Certificate of Incorporation of the corporation was filed by the Department of State on September 23, 1997.

THIRD. The Certificate of Incorporation, as heretofore amended, is amended to effect one or more amendments authorized by the Business Corporation Law of the State of New York, namely: Article 7 is amended to delete the provision setting the minimum and maximum number of directors and to provide for the Board of Directors to be classified into three classes. The text of the Certificate of Incorporation is hereby restated as so amended to read in its entirety as follows:

1. The name of the corporation is Energy East Corporation (the "Corporation").

2. The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York, provided that any act or activity requiring the consent or approval of any state official, department, board, agency or other body shall not be engaged in without such consent or approval first being obtained.

3. The office of the Corporation in the State of New York is located in the County of Albany.

4. (A) The aggregate number of shares of stock which the Corporation shall have authority to issue is Two Hundred Ten Million (210,000,000) consisting of:

(1) Two Hundred Million (200,000,000) Shares of Common Stock, with a par value of One Cent (\$.01) per share; and

(2) Ten Million (10,000,000) shares of Preferred Stock, with a par value of One Cent (\$.01) per share.

(B) The designations, relative rights, preferences and limitations of the shares of each class of stock are as follows:

(1) Common Stock

Each share of Common Stock shall have one vote. Subject to any voting rights which may vest in holders of Preferred Stock under the provisions of any series of Preferred Stock established by the Board of Directors pursuant to authority herein provided and except as otherwise provided by law, the exclusive voting power for all purposes shall be vested in the holders of Common Stock. Subject to the rights of the holders of Preferred Stock ~~under the provisions of any series of Preferred Stock~~ established by the Board of Directors pursuant to authority herein provided, the holders of Common Stock shall be entitled to receive such dividends, in cash, securities, or property, as may from time to time be declared by the Board of Directors. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, after payment or provision for payment shall have been made of the amounts to which the holders of Preferred Stock shall be entitled under the provisions of any series of Preferred Stock established by the Board of Directors pursuant to authority herein provided, the holders of Common Stock shall be entitled, to the exclusion of the holders of the Preferred Stock of any series, to share ratably, according to the number of shares held by them, in all remaining assets of the Corporation available for distribution.

(2) Preferred Stock

The Preferred Stock may be issued from time to time in one or more series. Each share of Preferred Stock of any particular series shall be identical in all respects with every other share of Preferred Stock of the same series. The Board of Directors is authorized, at any time or from time to time, to establish and designate one or more series of Preferred Stock and to fix the number of shares and the relative rights, preferences and limitations of each such series, subject to such limitations as may be prescribed by law and the provisions of this Article. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

(a) The distinctive serial designation of the shares of the series by number, letter, title or other means which shall distinguish these shares from the shares of all other series;

(b) The number of shares included in the series, which number (except where otherwise provided by the Board of Directors in creating the series) may be increased (but

not above the total number of authorized shares of Preferred Stock) or decreased (but not below the number of the outstanding shares of such series) from time to time by the Board of Directors; provided that if the number of shares is decreased, the shares constituting such decrease shall be restored to the status of authorized but unissued shares of Preferred Stock;

(c) The dividend rate for the shares of the series, which may be expressed in terms of a formula or ~~other method by which such rate shall be calculated from time to time, and the dividend periods, including the dates on which such dividends shall be payable;~~

(d) Whether dividends on the shares of the series shall be cumulative and, with respect to the shares of any series having cumulative dividend rights, the date or dates or method of determining the date or dates from which dividends on the shares of the series shall be cumulative;

(e) The amount or amounts per share (plus all dividends accrued and in arrears thereon) which shall be paid out of the assets of the Corporation to the holders of the shares of the series upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(f) The redemption price or prices, if any, for the series and the procedure or procedures for redemption of shares of such series;

(g) The obligation, if any, of the Corporation to acquire shares of the series pursuant to a sinking fund and the terms and conditions upon which the shares of the series shall be acquired pursuant to such sinking fund;

(h) The period or periods within which and the terms and conditions, if any, including the price or prices or the rate or rates of conversion or exchange and terms and conditions of any adjustments thereof, upon which the shares of the series shall be convertible into, or exchangeable for, shares of any other class or classes of stock or shares of any other series of any class or any other securities or assets;

(i) The voting rights, if any, of the shares of the series in addition to those provided by law; and

(j) Any other relative rights, preferences, or limitations of the shares of the series not inconsistent herewith or with applicable law.

5. No holders of shares of the Corporation of any class or series, now or hereafter authorized, shall have any preemptive rights to subscribe for or purchase any part of any issue, sale or offering of any shares of the Corporation of any class or series, now or hereafter authorized, or of any options, warrants or rights to subscribe for or purchase any such shares, or of any securities convertible into, exchangeable for, or carrying options, warrants or rights to subscribe for or purchase, any such shares, regardless of whether such issue, sale or offering is for cash, property, services or otherwise.

6. To the fullest extent that New York law from time to time permits the elimination or limitation of the personal liability of directors, no directors of the Corporation shall be personally liable to the Corporation or its stockholders for damages for any breach of duty as a director. No amendment or repeal of this Article 6 shall adversely affect any right of a director of the Corporation or the protection of a director of the Corporation from liability for acts or omissions that occur prior to the time of such amendment or repeal.

7. The directors shall be divided, with respect to the terms for which they severally hold office, into three classes, hereby designated Class I, Class II and Class III. The three classes shall be as nearly equal in number as possible. The initial terms of office of the Class I, Class II and Class III directors shall expire at the next succeeding annual meeting of stockholders, the second succeeding annual meeting of stockholders and the third succeeding annual meeting of stockholders, respectively. At each annual meeting of stockholders, the successors of the class of directors whose term expires at that annual meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders to be held in the third year following the year of their election. Any newly created directorships or any decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. If the number of directors is increased by the Board and any newly created directorships are filled by the Board, there shall be no classification of the additional directors until the next annual meeting of stockholders.

8. Actions by the stockholders may be taken without a meeting on written consent, setting forth the actions so taken, but only if such consent is signed by the holders of all outstanding shares entitled to vote thereon.

9. By-Laws of the Corporation may be altered, amended, repealed or adopted by the affirmative vote of the stockholders entitled to cast a majority of the votes entitled to be cast, or by the affirmative vote of a majority of the Board of Directors at any meeting duly held as provided in the By-Laws of the

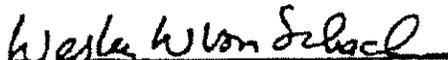
Corporation; provided that any alteration, amendment or repeal of, or the adoption of any provision inconsistent with, By-Laws 6, 7, 8, 10 or 43, if by action of the stockholders, shall be only upon the affirmative vote of the stockholders entitled to cast three-fourths of the votes entitled to be cast.

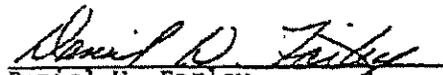
10. The affirmative vote of the stockholders entitled to cast a majority of the votes entitled to be cast shall be required to adopt a plan of merger or consolidation.

11. The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom any process in any action or proceeding against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process served upon him is One Commerce Plaza, Suite 2006A-20th Floor, Albany, New York 12260, Attention: Secretary.

FOURTH. The foregoing Restated Certificate of Incorporation was authorized by the Board of Directors of the Corporation at a meeting of the Board of Directors held on April 20, 1998, followed by the written consent of the sole stockholder of the Corporation dated April 20, 1998.

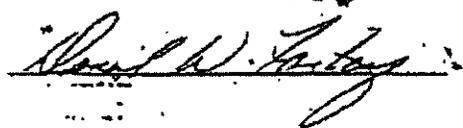
IN WITNESS WHEREOF, the undersigned have signed, and Daniel W. Farley has verified, this Restated Certificate of Incorporation this 22nd day of April, 1998.


Wesley W. von Schack
Chairman

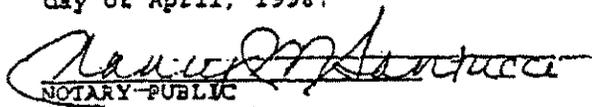

Daniel W. Farley
Secretary

STATE OF NEW YORK)
) SS.:
COUNTY OF BROOME)

I, Daniel W. Farley, being duly sworn, depose and state that I am the Secretary of Energy East Corporation, the corporation named in and described in the foregoing Restated Certificate of Incorporation and that I have read the foregoing document and know the contents thereof to be true, except as to matters therein stated to be alleged upon information and belief, and as to those matters, I believe them to be true.



Sworn to before me this 22nd
day of April, 1998.



NOTARY PUBLIC

NANCY M. SANTUCCI
Notary Public, State of New York, No.
No. 4873554
Residing in Broome Co.
My commission expires June 1, 1999

F 980423 000 354

APR 23 1 09 PM '98

RESTATEd CERTIFICATE OF INCORPORATION
OF
ENERGY EAST CORPORATION
Under Section 807 of the
Business Corporation Law

LAW OFFICES
TOBIN AND DEMPSEY
33 ELM STREET
ALBANY, NEW YORK 12207

APR 23 1 07 PM '98

FILED

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 23 1998
TAXES _____
BY: LAS
ALBANY

1

980423 000 358