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December 15, 2020

VIA ELECTRONIC FILING

Rosemary Chiavetta, Secretary
PA Public Utility Commission
Commonwealth Keystone Bldg.
2nd Floor, North
400 North Street
Harrisburg, PA 17120

Re: Application of Bounce Energy, Inc. for a Natural Gas Broker License;
Docket No. A-2020-XXXXXXX

Dear Secretary Chiavetta:

Enclosed for e-filing is the Application of Bounce Energy, Inc. for approval to offer, render, furnish, or supply natural gas services as a broker/marketer to the public in the Commonwealth of Pennsylvania. The \$350.00 filing fee will be paid electronically. We will provide the original application and two CD-ROMs (one containing the application and the other containing **confidential** documentation) via Federal Express.

If you have any questions regarding this filing, please let me know.

Sincerely,

Sarah C. Stoner

Sarah C. Stoner

Enclosure

cc: Certificate of Service w/enc.
Andy Beauchamp w/enc.

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of Bounce Energy, Inc.'s Application upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54.

Via First Class Mail

Tanya J. McCloskey, Esq.
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut St.
Harrisburg, PA 17120

John R. Evans
Office of Small Business Advocate
1st Floor, Forum Place
555 Walnut St.
Harrisburg, PA 17101

Office of Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Fl.
Harrisburg, PA 17120

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2 West
Harrisburg, PA 17120

Columbia Gas of PA, Inc.
Michele Caddell
200 W. Nationwide Blvd.
Columbus, OH 43215

National Fuel Gas Distribution Corp.
Joanne E. Maciok
6363 Main Street
Williamsville, NY 14221

Peoples Natural Gas Company, LLC
Carol Scanlon
375 North Shore Drive
Pittsburgh, PA 15212

Peoples Gas Company LLC
Carol Scanlon
375 North Shore Drive
Pittsburgh, PA 15212

Peoples Gas – Equitable Division
Carol Scanlon
375 North Shore Drive
Pittsburgh, PA 15212

PECO
Carlos Thillet, Manager, Gas Supply and
Transportation
2301 Market Street, S9-2
Philadelphia, PA 19103

Philadelphia Gas Works
Ryan Reeves, Director Supply Transportation
& Control
800 West Montgomery Avenue
Philadelphia, PA 19122

UGI Utilities, Inc. – Gas Division
David Lahoff
1 UGI Drive
Denver, PA 17517

Valley Energy Inc.
Ed Rogers
523 South Keystone Avenue
Sayre, PA 18840-0340

Dated: December 15, 2020

Sarah C. Stoner

Sarah C. Stoner, Esq.

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of Bounce Energy, Inc., d/b/a _____, for approval to offer, render, furnish, or supply natural gas supply services as a(n) [as specified in item #4b below] to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

1. IDENTIFICATION AND CONTACT INFORMATION

- a. **IDENTITY OF THE APPLICANT:** Provide name (*including any fictitious name or d/b/a*), primary address, web address, and telephone number of Applicant:

Bounce Energy, Inc.
12 Greenway Plaza, Suite 250
Houston, TX 77045
(833) 309-0778 / (713) 877-3799 - fax
www.bounceenergy.com

- b. **PENNSYLVANIA ADDRESS / REGISTERED AGENT:** If the Applicant maintains a primary address outside of Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's secondary office within Pennsylvania. If the Applicant does not maintain a physical location within Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's Registered Agent within Pennsylvania.

Direct Energy
867 Berkshire Blvd, Suite 101
Wyomissing, PA 19610

- c. **REGULATORY CONTACT:** Provide the name, title, address, telephone number, fax number, and e-mail address of the person to whom questions about this Application should be addressed.

Chris Kallaher, Senior Director, Government & Regulatory Affairs
162 Cypress St
Brookline, MA 02445
chris.kallaher@directenergy.com
(617) 462-6297 / (713) 877-3799 - fax

- d. **ATTORNEY:** Provide the name, address, telephone number, fax number, and e-mail address of the Applicant's attorney. If the Applicant is not using an attorney, explicitly state so.

Paolo Berard
12 Greenway Plaza, Suite 250
Houston, TX 77046
paolo.berard@directenergy.com
(713) 877-3533 / (713) 877-3799 - fax

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, fax number, and e-mail **OF THE PERSON AND AN ALTERNATE PERSON (2 REQUIRED)** responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Natural Gas Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed NGSS.

Jeff Faulk
12 Greenway Plaza, Suite 250
Houston, TX 77046
jeff.faulk@directenergy.com
281-800-6204 / (713) 877-3799 - fax

Dillon Seibert
12 Greenway Plaza, Suite 250
Houston, TX 77046
dillon.seibert@directenergy.com
281-800-6125 / (713) 877-3799 - fax

2. BUSINESS ENTITY FILINGS AND REGISTRATION

a. **FICTITIOUS NAME:** *(Select appropriate statement and provide supporting documentation as listed.)*

The Applicant will be using a fictitious name or doing business as (“d/b/a”)

Provide a copy of the Applicant’s filing with Pennsylvania’s Department of State Pursuant to 54 Pa. C.S. §311.

Or

The Applicant will not be using a fictitious name.

b. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**

(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)

The Applicant is a sole proprietor.

- If the Applicant is located outside the Commonwealth, provide proof of compliance with 15 Pa. C.S. §4124 relating to Department of State filing requirements.

Or

The Applicant is a:

- domestic general partnership (*)
- domestic limited partnership (15 Pa. C.S. §8511)
- foreign general or limited partnership (15 Pa. C.S. §4124)
- domestic limited liability partnership (15 Pa. C.S. §8201)
- foreign limited liability general partnership (15 Pa. C.S. §8211)
- foreign limited liability limited partnership (15 Pa. C.S. §8211)

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.
- Provide the state in which the business is organized/formed and provide a copy of the Applicant’s charter documentation.
- * If a corporate partner in the Applicant’s domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant’s Department of State filing pursuant to 15 Pa. C.S. §4124.

or

The Applicant is a:

- domestic corporation (15 Pa. C.S. §1308)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- foreign limited liability company (15 Pa. C.S. §8981)
- Other (Describe):

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
Please see Attachment A.
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant's charter documentation.
Please see Attachment A.
- Give name and address of officers.
Please see Attachment B.

3. **AFFILIATES AND PREDECESSORS**

(both in state and out of state)

- a. **AFFILIATES:** Give name and address of any affiliate(s) currently doing business and state whether the affiliate(s) are jurisdictional public utilities. If the Applicant does not have any affiliates doing business, explicitly state so. Also, state whether the applicant has any affiliates that are currently applying to do business in Pennsylvania.

Bounce Energy, Inc. does not have any affiliates that are jurisdictional public utilities. No affiliates are currently applying to do business in Pennsylvania. Please see Attachment C for a list of Bounce Energy, Inc. affiliates.

- b. **PREDECESSORS:** Identify the predecessor(s) of the Applicant and provide the name(s) under which the Applicant has operated within the preceding five (5) years, including address, web address, and telephone number, if applicable. If the Applicant does not have any predecessors that have done business, explicitly state so.

Please see Attachment C.

4. OPERATIONS

a. **APPLICANT'S PRESENT OPERATIONS:** *(select and complete the appropriate statement)*

Definitions

- Supplier – an entity which provides natural gas supply services to retail gas customers utilizing the jurisdictional facilities of a natural gas distribution company
- Broker/Marketer - an entity that acts as an intermediary in the sale and purchase of natural gas but does not take title to the natural gas.

- The Applicant is presently doing business in Pennsylvania as a
- natural gas interstate pipeline
 - municipality providing service outside its municipal limits
 - local gas distribution company
 - retail supplier of natural gas services in the Commonwealth
 - a natural gas producer
 - a broker/marketer engaged in the business of supplying natural gas services
 - Other. (Identify the nature of service being rendered)
Electric Marketer/Broker

or

- The Applicant is not presently doing business in Pennsylvania.

b. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a:

- Supplier or Aggregator of natural gas services
- Municipal supplier of natural gas services
- Cooperative supplier of natural gas services
- Broker/Marketer engaged in the business of supplying natural gas services
 - Check here to verify that your organization will not be taking title to the natural gas nor will you be making payments for customers.
- Other (Describe):

c. PROPOSED SERVICES: Describe in detail the natural gas supply services which the Applicant proposes to offer.

Bounce Energy intends to assist customers in finding energy products and solutions to meet their personal goals.

d. PROPOSED SERVICE AREA: Check the box of each Natural Gas Distribution Company for which the Applicant proposes to provide service.

- | | |
|--|---|
| <input type="checkbox"/> Columbia | <input type="checkbox"/> Peoples Gas Company |
| <input type="checkbox"/> National Fuel Gas | <input type="checkbox"/> Philadelphia Gas Works |
| <input type="checkbox"/> PECO | <input type="checkbox"/> UGI Utilities – Gas Division |
| <input type="checkbox"/> Peoples Natural Gas Company | <input type="checkbox"/> Valley Energy |
| <input type="checkbox"/> Peoples Natural Gas – Equitable Div | |
| | <input checked="" type="checkbox"/> All of the above |

e. CUSTOMERS: Applicant proposes to provide services to:

- Residential Customers
- Small Commercial Customers - (Less than 6,000 Mcf annually)
- Residential and Small Commercial as Mixed Meter **ONLY (CANNOT BE TAKEN WITH RESIDENTIAL AND/OR SMALL COMMERCIAL ABOVE)**
- Large Commercial Customers - (6,000 Mcf or more annually)
- Industrial Customers
- Governmental Customers
- All of above (Except Mixed Meter)
- Other (Describe):

f. START DATE: Provide the approximate date the Applicant proposes to actively market within the Commonwealth.

Bounce Energy proposes to start actively marketing upon licensure by the Pennsylvania Public Utilities Commission.

5. COMPLIANCE

- a. **CRIMINAL/CIVIL PROCEEDINGS:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, has been or is currently the defendant of a criminal or civil proceeding within the last five (5) years.

Identify all such proceedings (active or closed), by name, subject and citation; whether before an administrative body or in a judicial forum. If the Applicant has no proceedings to list, explicitly state such.

The applicant has no proceedings to list.

- b. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any such proceedings listed above.

- c. **CUSTOMER/REGULATORY/PROSECUTORY ACTIONS:** Identify all formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, for the prior five (5) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General. **Applicant should also include if it had a Pennsylvania PUC EGS or NGS license previously cancelled by the Commission.** If the Applicant has no actions or complaints to list, explicitly state such.

Please see **CONFIDENTIAL** Attachment D.

- d. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any actions listed above.

Please see **CONFIDENTIAL** Attachment D.

6. PROOF OF SERVICE

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.
(Example Certificate of Service is attached at Appendix C)

- a.) **STATUTORY AGENCIES:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, provide proof of service of a signed and verified Application with attachments on the following:

Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

Office of the Small Business Advocate
Commerce Building, Suite 202
300 North Second Street
Harrisburg, PA 17101

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2 West
Harrisburg, PA 17120

b.) **NGDCs:** Pursuant to Sections 1.57 and 1.58 of the Commission’s Regulations, 52 Pa. Code §§1.57 and 1.58, provide Proof of Service of the Application and attachments upon each of the Natural Gas Distribution Companies the Applicant proposed to provide service in. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission’s Regulations, 52 Pa. Code §5.14. Contact information for each NGDC is as follows.

<p>Columbia Gas of PA, Inc. Michele Caddell 290 W. Nationwide Blvd. Columbus, OH 43215 PH: 614.460.6841 FAX: 614.460.8447 e-mail: mcaddell@nisource.com</p>	
<p>Peoples Natural Gas Company LLC – Equitable Division Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com</p>	<p>National Fuel Gas Distribution Corp. Joanne E. Maciok 6363 Main Street Williamsville, NY 14221 PH: 716.857.7670 FAX: 716.857.7479 e-mail: maciokj@natfuel.com</p>
<p>Peoples Natural Gas Company LLC Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com</p>	<p>PECO Carlos Thillet, Manager, Gas Supply and Transportation 2301 Market Street, S9-2 Philadelphia, PA 19103 PH: 215.841.6452 Email: carlos.thillet@exeloncorp.com</p>
<p>Peoples Gas Company LLC Carol Scanlon 375 North Shore Drive Pittsburgh, PA 15212 PH: 412.208.6931 FAX: 412.208.6577 e-mail: Carol.Scanlon@peoples-gas.com</p>	<p>Philadelphia Gas Works Ryan Reeves, Director Supply Transportation & Control 800 West Montgomery Avenue Philadelphia, PA 19122 PH: 215.787.5103 email: pgwchoicesupply@pgworks.com</p>
<p>Valley Energy Inc. Ed Rogers 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: erogers@ctenterprises.org</p>	<p>UGI Utilities, Inc. – Gas Division David Lahoff 1 UGI Drive Denver, PA 17517 PH: 610.796.3520 Email: dlahoff@ugi.com</p>

7. FINANCIAL FITNESS

- a. **BONDING:** In accordance with 66 Pa. C.S. Section 2208(c), no natural gas supplier license shall be issued or remain in force unless the applicant or holder furnishes a bond or other security in a form and amount to ensure the financial responsibility of the natural gas supplier. The criteria used to determine the amount and form of such bond or other security shall be set by each NGDC. Provide documentation that the applicant has met the security requirement of each NGDC by submitting the letters sent by the NGDCs stating what bonding amounts they require. The contact information is located in Section 6.b.

Please see Attachment E.

- b. **FINANCIAL RECORDS, STATEMENTS, AND RATINGS:** Applicant must provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

Please see **CONFIDENTIAL** Attachment F.

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
- Applicant's accounting statements, including balance sheet and income statements for the past two years.
- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form, evidence of Moody's, S&P, or Fitch ratings, and/or other independent financial service reports.
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
- Audited financial statements exhibiting accounts over a minimum two year period.
- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

- c. **SUPPLIER FUNDING METHOD:** If Applicant is operating as anything other than **Broker/Marketer only**, explain how Applicant will fund its operations. Provide all credit agreements, lines of credit, etc., and elaborate on how much is available on each item.

The applicant will be operating only as a Broker/Marketer.

- d. **BROKER PAYMENT STRUCTURE:** If applicant is a broker/marketer, explain how your organization will be collecting your fees.

Bounce Energy will collect a fixed monthly fee from customers.

- e. **ACCOUNTING RECORDS CUSTODIAN:** Provide the name, title, address, telephone number, FAX number, and e-mail address of Applicant's custodian for its accounting records.

Dana Mason, Treasurer, Bounce Energy, Inc.
12 Greenway Plaza, Suite 250
Houston, TX 77046
dana.mason@directenergy.com
(281) 800-6429 / (713) 877-3799 - fax

- f. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix D to this application.

All sections of the Tax Certification Statement must be completed. Absence (submitting N/A) of any of the TAX identifications numbers (items 7A through 7C) shall be accompanied by supporting documentation or an explanation validating the absence of such information.

Items 7A and 7C on the Tax Certification Statement are designated by the Pennsylvania Department of Revenue. Item 7B on the Tax Certification Statement is designated by the Internal Revenue Service.

Please see **CONFIDENTIAL** Attachment G.

8. TECHNICAL FITNESS:

To ensure that the present quality and availability of service provided by natural gas distribution companies does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided.

- a. **EXPERIENCE, PLAN, STRUCTURE:** such information may include:

- Applicant's previous experience in the natural gas industry.
- Summary and proof of licenses as a supplier of natural gas services in other states or jurisdictions.
- Type of customers and number of customers Applicant currently serves in other jurisdictions.
- Staffing structure and numbers as well as employee training commitments.
- Business plans for operations within the Commonwealth.
- Any other information appropriate to ensure the technical capabilities of the Applicant.

Please see Attachment H.

- b. **PROPOSED MARKETING METHOD** (*check all that apply*)

- Internal – Applicant will use its own internal resources/employees for marketing
- External NGS – Applicant will contract with a **PUC LICENSED NGS**
- Affiliate – Applicant will use a **NON-NGS affiliate that is a nontraditional marketer and/or marketing services consultant**
- External Third-Party – Applicant will contract with a **NON-NGS third party nontraditional marketer and/or non-selling marketer**
- Other (Describe):

c. **DOOR TO DOOR SALES:** Will the Applicant be implementing door to door sales activities?

- Yes
 No

If yes, will the Applicant be using verification procedures?

- Yes
 No

If yes, describe the Applicant's verification procedures.

d. **OVERSIGHT OF MARKETING:** Explain all methods Applicant will use to ensure all marketing is performed in an ethical manner, for both employees and subcontractors.

Bounce Energy will adhere to company policies related to marketing activities. The compliance and legal departments will review all marketing materials to be used by employees.

e. **OFFICERS:** Identify Applicant's chief officers, and include the professional resumes for any officers directly responsible for operations. All resumes should include date ranges and job descriptions containing actual work experience.

Please see Attachment B for resumes of officers directly responsible for operations.

9. DISCLOSURE STATEMENT:

(Not applicable for an applicant applying for a license exclusively as a broker/marketer.)

DISCLOSURE STATEMENTS: If proposing to serve Residential and/or Small Commercial (less than 6,000 Mcf annually) Customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix E to this Application.

- Natural gas should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 62.114.

AGREED

- b. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission:

- Reports of Gross Receipts: Applicant shall file an annual report with the Commission on an annual basis no later than April 30th following the end of the calendar year per 52 Pa. Code § 62.110.

AGREED

- c. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. § 2208(d). Transferee will be required to file the appropriate licensing application.

AGREED

- d. **ANNUAL FEES:** The Public Utility Code authorizes the PUC to collect an annual fee of \$350 from suppliers, brokers, marketers, and aggregators selling natural gas in the Commonwealth of PA, and a supplemental fee based on annual gross intrastate revenues, applicable to suppliers only.

ACKNOWLEDGED

- e. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur to the information upon which the Commission relied in approving the original filing. See 52 Pa. Code § 62.105.

AGREED

- f. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

AGREED

- g. NOTIFICATION OF CHANGE:** If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission, within thirty (30) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 62.105.

AGREED

- h. CEASING OF OPERATIONS:** Applicant is also required to officially notify the Commission if it plans to cease doing business in Pennsylvania, 90 days prior to ceasing operations.

AGREED

- i. FILING FEE:** The Applicant has enclosed or paid the required, non-refundable filing fee by **CERTIFIED CHECK OR MONEY ORDER** in the amount of \$350.00 payable to the Commonwealth of Pennsylvania. The Commission does not accept corporate or personal checks for filing fees.

PAYMENT ENCLOSED

11. AFFIDAVITS
(All affidavits must be notarized before filing.)

- a.) APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.

Please see Attachment I.

- b.) OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the Public Utility Code of Pennsylvania and applicable federal and state laws. An example copy of this Affidavit can be found at Appendix B.

Please see Attachment I.

12. NEWSPAPER PUBLICATIONS

Required of ALL Applicants regardless of operating as a supplier, broker, marketer, or aggregator.

Notice of filing of this Application must be published in newspapers of general circulation covering each county in which the applicant intends to provide service. The newspapers in which proof of publication are required is dependent on the service territories the applicant is proposing to serve.

The chart below dictates which newspapers are necessary for each NGDC. For example, an applicant that wants to operate in Peoples – Equitable would need to run ads in both The Erie Times-News and the Pittsburgh Post-Gazette. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

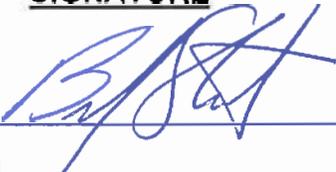
The only acceptable verification of this requirement is with Notarized Proofs of Publication, which may be requested from each newspaper and must be supplied with this application. Applicants do not need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

Please see Attachment J.

	Erie Times-News	Harrisburg Patriot-News	Philadelphia Daily News	Pittsburgh Post-Gazette	Scranton Times-Tribune	Williamsport Sun-Gazette	Johnstown Tribune-Democrat
Columbia Gas	X	X		X		X	X
National Fuel Gas	X			X			
PECO			X				
Peoples - Equitable	X			X			
Peoples Natural Gas	X			X			X
Peoples Gas Company				X			
Philadelphia Gas Works			X				
UGI Utilities – Gas Div.	X	X	X	X	X	X	X
Valley Energy					X	X	
Entire Commonwealth	X	X	X	X	X	X	X

(Example Publications are provided at Appendices F and G)

13. SIGNATURE

Applicant: 

By: Bruce Stewart

Title: President, Bounce Energy, Inc.

14. CHECKLIST

For the applicant's convenience, please use the following checklist to ensure all relevant sections are complete. The Commission Secretary's Bureau will not accept an application unless each of the following sections is complete.

Applicant: Bounce Energy, Inc.

Applicant's Use	X	Signature	
	X	Filing Fee (ONLY CERTIFIED CHECK OR MONEY ORDER)	
	X	Application Affidavit	
	X	Operations Affidavit	
	X	Proof of Publication	
	X	Tax Certification Statement	
	X	Commonwealth Department of State Verification	
	X	Certificate of Service	

PUC Secretary's Bureau Use

List of Attachments to Bounce Energy, Inc.'s Natural Gas Broker Application

Attachment	Description	Application Section
A	Corporate Formation Documents	2(b)
B	Name and Address of Officers; Resumes of Officers Directly Responsible for Operations	2(b)
C	List of Affiliate Company Licenses	3(a) and 3(b)
D	Customer/Regulatory/Prosecutory Actions [CONFIDENTIAL]	5(c) and (d)
E	NGDC Bonding Letters	7(a)
F	Financial Fitness Documentation [CONFIDENTIAL]	7(b)
G	Tax Certification Statement [CONFIDENTIAL]	7(f)
H	Technical Fitness	8(a)
I	Notarized Application and Operations Affidavits	11(a) and 11(b)
J	Copy of Newspaper Publications & Proof of Publication	12

Attachment A

Bounce Energy, Inc. – Corporate Formation Documents

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS
401 NORTH STREET, ROOM 206
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.PA.GOV

Bounce Energy, Inc.

The Bureau of Corporations and Charitable Organizations is happy to send your filed document. The Bureau is here to serve you and we would like to thank you for doing business in Pennsylvania.

Thank you for registering with the Department of State to do business in Pennsylvania. Like many other businesses, you may have employees, sell taxable products, or provide a taxable service to consumers in Pennsylvania. Please visit www.pa100.state.pa.us to register for Business Taxes with the PA Department of Revenue & Labor and Industry or visit www.Business.pa.gov to find answers to most common registration questions.

If you have any questions pertaining to the Bureau, please visit our website at www.dos.pa.gov/BusinessCharities Or you may contact us by telephone at (717)787-1057. Information regarding business and UCC filings can be found on our searchable database at www.corporations.pa.gov/Search/CorpSearch .

Entity number : 7048505

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

	Foreign Registration Statement DSCB:15-412 (rev. 2/2017)  TCO200415DD0322
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Read all instructions prior to completing. This form may be sul

Fee: \$250 I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 412 (relating to foreign registration statement), the undersigned foreign association hereby states that:

1. The type of association is (check only one):

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | |

2. The full and proper name of the foreign association as registered in its jurisdiction of formation is:

Bounce Energy, Inc.

2A. If the name in 2 does not contain a required designator or if the name in 2 is not available for use in the Commonwealth, the alternate name under which the association is registering in this Commonwealth is:

3. The jurisdiction of formation is: Delaware

4. The street and mailing address of the association's principal office.

12 Greenway Plaza, Suite 250, Houston, TX 77046

Number and street City State Zip

4A. The street and mailing address of the office, if any, required to be maintained by the law of the association's jurisdiction of formation in that jurisdiction:

3411 Silverside Road Tatnall Building #104, Wilmington, DE 19810

Number and street City State Zip

PA DEPT. OF STATE

APR 07 2020

5. The (a) address of the association's proposed registered office in this Commonwealth or (b) name of its Commercial Registered Office Provider and the county of venue is:

Complete part (a) OR (b) – not both:

(a) _____
Number and street City OR State Zip County

(b) c/o: Corporate Creations Network Inc. Erie
Name of Commercial Registered Office Provider County

6. Check one of the following:

- The association may not have series.
 The association may have one or more series.

7. Effective date of registration of foreign association (check, and if appropriate complete, one of the following):

- The Foreign Registration Statement shall be effective upon filing in the Department of State.
 The Foreign Registration Statement shall be effective on: _____ at _____
Date (MM/DD/YYYY) Hour (if any)

8. To be completed by Limited Liability Companies only. Check, and if appropriate complete, one of the following:

- The association is a limited liability company which is not organized to render any of the below professional service(s).
 The association is a restricted professional limited liability company organized to render one or more of the following professional service(s): (If this box is checked, one or more of the fields below must be checked.)

___ Chiropractic ___ Dentistry ___ Law ___ Medicine and surgery
___ Optometry ___ Osteopathic medicine and surgery ___ Podiatric medicine ___ Public accounting
___ Psychology ___ Veterinary medicine

IN TESTIMONY WHEREOF, the undersigned association has caused this Foreign Registration Statement to be signed by a duly authorized representative thereof this 7th day of April, 2020.

Bounce Energy, Inc.
Name of Association

[Handwritten Signature]
Signature

Courtney Nanke, Special Secretary
Title

STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is BOUNCE ENERGY, INC.
2. The Registered Office of the corporation in the State of Delaware is changed to 3411 Silverside Road Rodney Building #104 (street), in the City of Wilmington County of New Castle Zip Code 19810. The name of the Registered Agent at such address upon whom process against this Corporation may be served is Corporate Creations Network Inc.
3. The foregoing change to the registered office/agent was adopted by a resolution of the Board of Directors of the corporation.

By: Gina Mulligan
Authorized Officer

Name: Gina Mulligan, Special Secretary
Print or Type

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BOUNCE SATELLITE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "BOUNCE ENERGY, INC." UNDER THE NAME OF "BOUNCE ENERGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2014, AT 10:57 O'CLOCK A.M.

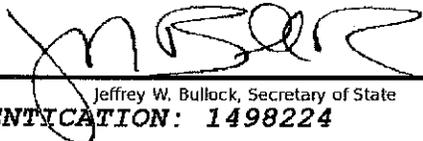
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4535091 8100M

140898538



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1498224

DATE: 06-30-14

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO
DOMESTIC CORPORATION

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Bounce Energy, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Bounce Satellite, LLC, a Delaware limited liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Bounce Energy, Inc.

FOURTH: The merger is to become effective on the date of filing of this Certificate of Merger.

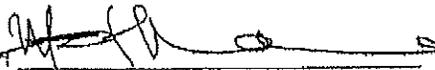
FIFTH: The Agreement of Merger is on file at 12 Greenway Plaza, Suite 250, Houston, TX 77046, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 29th day of June, A.D., 2014.

BOUNCE ENERGY, INC.

By: 
Print Name: Manu Asthana
Title: President

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BOUNCE ENERGY, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2012, AT 6:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4535091 8100

120531698

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9560722

DATE: 05-09-12

SIXTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BOUNCE ENERGY, INC.

Bounce Energy, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"). certifies that:

- A. The name of the Corporation is Bounce Energy, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 17, 2008.
- B. This Sixth Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.
- C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation, on May 7, 2012.

/s/ Robbie Wright
Chief Executive Officer

**SIXTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BOUNCE ENERGY, INC.**

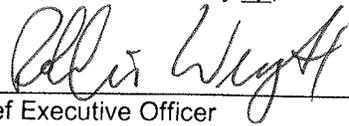
Bounce Energy, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), certifies that:

A. The name of the Corporation is Bounce Energy, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 17, 2008.

B. This Sixth Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation, on May 7, 2012.



Chief Executive Officer

EXHIBIT A

ARTICLE I

The name of the Corporation is Bounce Energy, Inc. (the "Corporation").

ARTICLE II

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE III

Its Registered Office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904. The Registered Agent in charge thereof is National Registered Agents, Inc.

ARTICLE IV

The total number of shares of stock that the Corporation shall have authority to issue is 81,000, consisting of 51,823 shares of Common Stock (12,503 of which are designated as non-voting common stock), \$0.001 par value per share ("Common Stock"), and 29,177 shares of Preferred Stock ("Preferred Stock"), 18,674 of which shares are designated as Series A Preferred Stock, \$0.001 par value per share ("Series A Preferred Stock"), 7,057 of which are designated as Series A-1 Preferred Stock ("Series A-1 Preferred Stock"), 3,134 of which shares are designated as Series B Preferred Stock, \$0.001 par value per share ("Series B Preferred Stock"), and 2,312 of which are designated as Series C Preferred Stock, \$0.001 par value per share ("Series C Preferred Stock"), each with the rights and preferences set forth in Article V below. The Board of Directors is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of preferred stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

The terms and provisions of the Common Stock and Preferred Stock are as follows:

1. Definitions. For purposes of this Article V, the following definitions shall apply:

(a) "**Conversion Rate**" shall mean the number of shares of Common Stock to be converted for each share of the Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein). The Initial Conversion Rate shall be equal to one share of Common Stock for each share of Preferred Stock and shall be adjusted as otherwise set forth in Article V.

(b) "**Convertible Securities**" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock.

(c) "**Distribution**" shall mean the transfer of cash or other property without consideration whether by way of dividend or otherwise, other than dividends on Common Stock payable in Common Stock, or the purchase or redemption of shares of the Corporation for cash or property other than: (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, (iii) repurchase of capital stock of the Corporation in connection with the settlement of disputes with any stockholder, (iv) any other repurchase or redemption of capital stock of the Corporation approved by the holders of the Common and Preferred Stock of the Corporation.

(d) "**Dividend Rate**" shall mean: (i) with respect to Series A Preferred Stock, an annual rate of \$40.00 per share for the Series A Preferred Stock and Series A-1 Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein); (ii) with respect to Series B Preferred Stock, an annual rate of \$50.00 per share for the Series B Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein); and (iii) with respect to Series C Preferred Stock, an annual rate of \$65.00 per share for the Series C Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(e) "**Liquidation Preference**" shall mean the Purchase Price paid by each shareholder for each share of Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(f) "**Options**" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(g) "**Purchase Price**" shall be equal to the price paid per share for the Preferred Stock by each stockholder of Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(h) "**Recapitalization**" shall mean any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event.

2. Dividends.

(a) Preferred Stock. In any calendar year, the holders of outstanding shares of Series C Preferred Stock shall be entitled to receive dividends out of any assets at the time legally available therefor at the Dividend Rate specified for such shares of Series C Preferred Stock payable in preference and priority to any declaration or payment of any Distribution on Series B Preferred Stock, Series A Preferred Stock or Common Stock of the Corporation in such calendar year. In any calendar year, the holders of outstanding shares of Series B Preferred Stock shall be entitled to receive dividends out of any assets at the time legally available therefor at the Dividend Rate specified for such shares of Series B Preferred Stock payable in preference and priority to any declaration or payment of any Distribution on Series A Preferred Stock or Common Stock of the Corporation in such calendar year. In any calendar year, the holders of outstanding shares of Series A Preferred Stock shall be entitled to receive dividends out of any assets at the time legally available therefor at the Dividend Rate specified for such shares of Series A Preferred Stock payable in preference and priority to any declaration or payment of any Distribution on Common Stock of the Corporation in such calendar year. No Distributions shall be made with respect to the Common Stock until all accrued and unpaid dividends on the Preferred Stock have been paid to the Preferred Stock holders; provided, further, that no dividends shall be declared or paid on any shares of Common Stock unless and until a like dividend has been declared and paid, or declared and set aside, on the Preferred Stock. Payment of any dividends to the holders of a particular series of Preferred Stock shall be on a pro rata, pari passu basis in proportion to the Dividend Rates for such series of Preferred Stock. The right to receive dividends on shares of Preferred Stock shall be cumulative, shall accrue automatically each year that shares of the Preferred Stock remain issued and outstanding, and shall be payable only when, as, and if declared by the Board of Directors or as otherwise provided herein. For purposes of this Section 2, Series A-1 Preferred Stock shall be deemed the same class of stock and treated in the same manner as if it were Series A Preferred Stock.

(b) Non-Cash Distributions. Whenever a Distribution provided for in this Section 2 shall be payable in property other than cash, the value of such Distribution shall be deemed to be the fair market value of such property as determined in good faith by the Board of Directors.

3. Liquidation Rights.

(a) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series C Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Series B Preferred Stock, Series A Preferred Stock or Common Stock by reason of their ownership of such stock, an amount per share for each share of Series C Preferred Stock held by them equal to the sum of (i) the Liquidation Preference specified for such share of Series C Preferred Stock and (ii) all accrued but unpaid dividends (if any) on such share of Series C Preferred Stock. If upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation legally available for distribution to the holders of the Series C Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series C Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a). In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and following the payments in full to the holders of Series C Preferred Stock under this Section 3(a), the holders of the Series B Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Series A Preferred Stock or Common Stock by reason of their ownership of such stock, an amount per share for each share of Series B Preferred Stock held by them equal to the sum of (i) the Liquidation Preference specified for such share of Series B Preferred Stock and (ii) all accrued but unpaid dividends (if any) on such share of Series B Preferred Stock. If upon the liquidation, dissolution or winding up of the Corporation, and following the payments in full to the holders of Series C Preferred Stock under this Section 3(a), the assets of the Corporation legally available for distribution to the holders of the Series B Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series B Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a). In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and following the payments in full to the holders of Series B Preferred Stock and Series C Preferred Stock under this Section 3(a), the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Common Stock by reason of their ownership of such stock, an amount per share for each share of Series A Preferred Stock held by them equal to the sum of (i) the Liquidation Preference specified for such share of Series A Preferred Stock and (ii) all accrued but unpaid dividends (if any) on such share of Series A Preferred Stock. If upon the liquidation, dissolution or winding up of the Corporation, and following the payments in full to the holders of Series B and Series C Preferred Stock under this Section 3(a), the assets of the Corporation legally available for distribution to the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then the remaining assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a). For purposes of this Section 3, Series A-1 Preferred Stock shall be deemed the same class of stock and treated in the same manner as if it were Series A Preferred Stock.

(b) Remaining Assets. After the payment to the holders of Preferred Stock of the full preferential amounts specified above, if any, the entire remaining assets of the Corporation legally available for distribution by the Corporation shall be distributed with equal priority and pro rata among the holders of Common Stock in proportion to the number of shares of Common Stock held by them. For avoidance of doubt, if a holder of Preferred Stock shall exercise conversion rights to convert shares of Preferred Stock into Common Stock in connection with or upon any liquidation, dissolution or winding up of the Corporation, then such conversion shall be deemed to occur immediately prior to such liquidation, dissolution or winding up of the Corporation (and in lieu of the application or payment of any liquidation preferences, dividends, and rights set forth in Sections 2 and 3(a) herein). Accordingly, if a holder of Preferred Stock converts shares of Preferred Stock into shares of Common Stock, then such Holder will not be paid or owed any dividends on such Preferred Stock (whether or not declared or accrued) and all rights to receive dividends with regard to such shares of Preferred Stock shall be thereupon terminated, forfeited and deemed null and void.

(c) Reorganization. For purposes of this Section 3, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions to which the Corporation is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction continue to retain (either by such voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), as a result of shares in the Corporation held by such holders prior to such transaction, at least fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions; (b) a sale, lease or other conveyance of all or substantially all of the assets of the Corporation in any one transaction or a series of related transactions; or (c) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(d) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board of Directors, except that any publicly-traded securities to be distributed to stockholders in a liquidation, dissolution, or winding up of the Corporation shall be valued as follows:

(i) If the securities are then traded on a national securities exchange or the Nasdaq Stock Market (or a similar national quotation system), then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange or system over the ten (10) trading day period ending five (5) trading days prior to the Distribution;

(ii) if the securities are actively traded over-the-counter, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10) trading day period ending five (5) trading days prior to the Distribution.

In the event of a merger or other acquisition of the Corporation by another entity, the Distribution date shall be deemed to be the date such transaction closes.

For the purposes of this subsection 3(d), "trading day" shall mean any day which the exchange or system on which the securities to be distributed are traded is open and "closing prices" or "closing bid prices" shall be deemed to be: (i) for securities traded primarily on the New York Stock Exchange, the American Stock Exchange or Nasdaq, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets and systems, the market price as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times

4. Conversion The holders of the Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into that number of fully-paid, nonassessable shares of Common Stock determined by multiplying the number of shares of Preferred Stock by the Conversion Rate in effect at the time of such conversion. Upon any decrease or increase in the Conversion Rate for any series of Preferred Stock, as described in this Section 4, the Conversion Rate for such series shall be appropriately increased or decreased. For avoidance of doubt and notwithstanding the foregoing, shares of non-voting Preferred Stock shall be convertible only into shares of non-voting Common Stock. At any time after (but not prior to) the expiration of the A-1 Forbearance Period, each share of Series A-1 Preferred Stock shall be convertible at the option of the holder thereof into one share of Series A Preferred Stock. For purposes hereof, the "A-1 Forbearance Period" shall mean the two (2) year period commencing upon the issuance of an Order after the date hereof by the Federal Energy Regulatory Commission under Vista Energy Marketing, L.P., Docket No. IN12-XXX-000; provided, however, that the A-1 Forbearance Period shall be deemed extended beyond such two (2) year period if and for so long as any such conversion would or likely would result in a violation of the

above referenced Order or any other applicable law, rule, regulation, or order of any court or governmental agency.

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Common Stock at the then effective Conversion Rate for such share (i) immediately prior to the closing of a firm commitment underwritten initial public offering pursuant to an effective registration statement filed under the Securities Act of 1933, as amended (the "Securities Act"), covering the offer and sale of the Corporation's Common Stock, provided that the aggregate equity value of the Corporation at the closing of such offering exceeds \$30,000,000, or (ii) upon the receipt by the Corporation of a written request for such conversion from the holders of a majority of the Preferred Stock then outstanding, or, if later, the effective date for conversion specified in such requests (each of the events referred to in (i) and (ii) are referred to herein as an "Automatic Conversion Event"). For avoidance of doubt and notwithstanding the foregoing, shares of non-voting Preferred Stock shall be convertible only into shares of non-voting Common Stock.

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined by the Board of Directors. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Preferred Stock shall be entitled to receive certificates for shares of Common Stock upon conversion, he shall either (A) surrender the Preferred Stock certificate or certificates, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock or (B) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that on the date of an Automatic Conversion Event, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such Automatic Conversion Event unless either the certificates evidencing such shares of Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. On the date of the occurrence of an Automatic Conversion Event, each holder of record of shares of Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act or a merger, sale, financing, or liquidation of the Corporation or other event, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of such transaction or upon the occurrence of such event, in which case the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such transaction or the occurrence of such event.

(d) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or

otherwise), into a greater number of shares of Common Stock, the Conversion Rate for each series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Rates in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(e) Adjustments for Subdivisions or Combinations of Preferred Stock. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Preferred Stock, the Dividend Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Preferred Stock, the Dividend Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(f) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 3 above ("**Liquidation Rights**"), if the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above) (herein referred to as a "**Reclassification**"), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive each holder of such Preferred Stock shall have the right thereafter to convert such shares of Preferred Stock into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of such series of Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided herein with respect to such other shares.

(g) Conversion Rate Adjustments. If the Corporation shall issue any Common Stock for a consideration per share less than the applicable Purchase Price paid by a particular Holder of Preferred Stock (excluding stock dividends, subdivisions, split-ups, combinations, dividends or recapitalizations which are covered by Sections 4(d), (e) and (f)), the applicable Conversion Rate for such Preferred Stock in effect for such Holder immediately after each such issuance shall forthwith (except as provided in this Section 4(g)) be adjusted to a ratio equal to the quotient obtained by dividing (X) an amount equal to the sum of (i) the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of outstanding Preferred Stock) immediately prior to such issuance of Common Stock multiplied by the applicable Purchase Price paid by such Holder for its Preferred Stock and (ii) the aggregate consideration received by the Corporation upon such issuance, by (Y) the sum of (i) the total number of shares of Common Stock outstanding immediately prior to such issuance of Common Stock (including any shares of Common Stock issuable upon conversion of outstanding Preferred Stock) and (ii) the number of shares of Common Stock issued in the transaction which resulted in the adjustment pursuant to this Section 4(g). Notwithstanding anything to the contrary contained herein, the Conversion Rate adjustments described in this Section 4(g) shall not be applicable to any issuance by the Corporation of any Common Stock for a consideration per share in excess of \$450.00 per share of Common Stock (such price subject to adjustment for a Reclassification in accordance with the principles set forth in Section 4(f) above) or any issuance by the Corporation of any Common Stock to Shell Energy North America (US) L.P. pursuant to the exercise of warrants to purchase Common Stock under the Warrant Agreement originally entered into on or about December 31, 2009 between the Corporation and Shell Energy North America (US) L.P. (or any substitute, amending, or successor documents thereto).

(h) Notices of Record Date. In the event that this Corporation shall propose at any time:

(i) to declare any Distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or

(iii) to voluntarily liquidate or dissolve or to enter into any transaction deemed to be a liquidation, dissolution or winding up of the corporation pursuant to Section 3(c);

then, in connection with each such event, this Corporation shall send to the holders of the Preferred Stock at least 10 days' prior written notice of the date on which a record shall be taken for such Distribution (and specifying the date on which the holders of Common Stock shall be entitled thereto and, if applicable, the amount and character of such Distribution) or for determining rights to vote in respect of the matters referred to in (ii) and (iii) above.

Such written notice shall be given by first class mail (or express courier), postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation and shall be deemed given on the date such notice is mailed.

The notice provisions set forth in this section may be shortened or waived prospectively or retrospectively by the vote or written consent of the holders of a majority of the Preferred Stock entitled to vote, voting together as a single class.

(i) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock into Common Stock, such number of its shares of Common Stock, as applicable, as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock into Common Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect such conversion of all then outstanding shares of the Preferred Stock into Common Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5. Voting.

(a) Restricted Class Voting. Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(b) No Series Voting. Other than as provided herein or required by law, there shall be no series voting.

(c) Series A Preferred Stock. Each holder of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock held by such holder could be converted as of the record date. The holders of shares of Series A Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. Holders of Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted), shall be disregarded.

(d) Adjustment In Authorized Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority of the voting stock of the Corporation.

(e) Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held.

(f) Series B, Series A-1, and Series C Preferred Stock. No voting rights are associated with shares of Series B Preferred Stock, Series A-1 Preferred Stock, or Series C Preferred Stock. Series B Preferred Stock, Series A-1 Preferred Stock, and Series C Preferred Stock are for all purposes each deemed

to be a non-voting series of Preferred Stock. The holders of shares of Series B Preferred Stock, and Series A-1 Preferred Stock, and Series C Preferred Stock shall not be entitled to any votes with regard to their shares of Series B Preferred Stock, Series A-1 Preferred Stock, or Series C Preferred Stock.

(g) Amendments and Changes. As long as any of the Preferred Stock shall be issued and outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than 50% of the outstanding shares of the Preferred Stock entitled to vote, alter or change the rights, preferences, privileges or powers of, or restrictions provided for the benefit of any series of Preferred Stock. Notwithstanding the foregoing, the Corporation shall not, (i) without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than 50% of the outstanding shares of the Series C Preferred Stock, alter or change the rights, preferences, privileges or powers of, or restrictions provided for the benefit of, the Series C Preferred Stock, or (ii) without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than 50% of the outstanding shares of the Series B Preferred Stock, alter or change the rights, preferences, privileges or powers of, or restrictions provided for the benefit of, the Series B Preferred Stock, or (iii) without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than 50% of the outstanding shares of the Series A-1 Preferred Stock, alter or change the rights, preferences, privileges or powers of, or restrictions provided for the benefit of, the Series A-1 Preferred Stock,

6. Reissuance of Preferred Stock. In the event that any shares of Preferred Stock shall be converted pursuant to Section 4 or otherwise repurchased by the Corporation, the shares so converted or repurchased shall be cancelled and shall not be issuable by the Corporation.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

No holder of any of the shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Certificate of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

ARTICLE VIII

When a compromise or arrangement is proposed between the Corporation and its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation pursuant to the provisions of Section 291 of Title 8 of the Delaware Code or on application of trustees in dissolution or of any receiver or receivers appointed for the corporation pursuant to provisions of Section 279 of Title 8 of the Delaware Code may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

ARTICLE IX

The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

ARTICLE X

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE XI

Unless otherwise set forth herein, the number of directors which constitute the Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

ARTICLE XII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE XIII

1. The personal liability of all of the directors and officers of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director or officer.

2. The Corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding, whether criminal, civil, administrative or investigative, in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

3. Neither any amendment nor repeal of this Article XIII nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article XIII, shall eliminate or reduce the effect of this Article XIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article XIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XIV

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BOUNCE ENERGY, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2011, AT 1:23 O'CLOCK P.M.

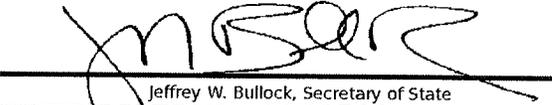
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4535091 8100

111197729

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9159591

DATE: 11-15-11

**FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BOUNCE ENERGY, INC.**

Bounce Energy, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), certifies that:

A. The name of the Corporation is Bounce Energy, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 17, 2008.

B. This Fifth Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation, on November 11, 2011.

/s/ Robbie Wright
Chief Executive Officer

**FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BOUNCE ENERGY, INC.**

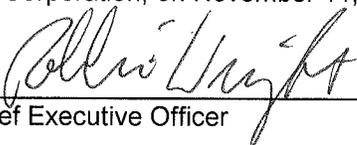
Bounce Energy, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), certifies that:

A. The name of the Corporation is Bounce Energy, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 17, 2008.

B. This Fifth Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation, on November 11, 2011.



Chief Executive Officer

EXHIBIT A

ARTICLE I

The name of the Corporation is Bounce Energy, Inc. (the "Corporation").

ARTICLE II

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE III

Its Registered Office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904. The Registered Agent in charge thereof is National Registered Agents, Inc.

ARTICLE IV

The total number of shares of stock that the Corporation shall have authority to issue is 66,000, consisting of 41,688 shares of Common Stock, \$0.001 par value per share ("Common Stock"), and 24,312 shares of Preferred Stock ("Preferred Stock"), 16,674 of which shares are designated as Series A Preferred Stock, \$0.001 par value per share ("Series A Preferred Stock"), 5,326 of which shares are designated as Series B Preferred Stock, \$0.001 par value per share ("Series B Preferred Stock"), and 2,312 of which are designated as Series C Preferred Stock, \$0.001 par value per share ("Series C Preferred Stock"), each with the rights and preferences set forth in Article V below. The Board of Directors is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of preferred stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

The terms and provisions of the Common Stock and Preferred Stock are as follows:

1. **Definitions.** For purposes of this Article V, the following definitions shall apply:

(a) "**Conversion Rate**" shall mean the number of shares of Common Stock to be converted for each share of the Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein). The Initial Conversion Rate shall be equal to one share of Common Stock for each share of Preferred Stock and shall be adjusted as otherwise set forth in Article V.

(b) "**Convertible Securities**" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock.

(c) "**Distribution**" shall mean the transfer of cash or other property without consideration whether by way of dividend or otherwise, other than dividends on Common Stock payable in Common Stock, or the purchase or redemption of shares of the Corporation for cash or property other than: (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, (iii) repurchase of capital stock of the Corporation in connection with the settlement of disputes with any stockholder, (iv) any other repurchase or redemption of capital stock of the Corporation approved by the holders of the Common and Preferred Stock of the Corporation.

(d) "**Dividend Rate**" shall mean: (i) with respect to Series A Preferred Stock, an annual rate of \$40.00 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein); (ii) with respect to Series B Preferred Stock, an annual rate of \$50.00 per share for the Series B Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein); and (iii) with respect to Series C Preferred Stock, an annual rate of \$65.00 per share for the Series C Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(e) "**Liquidation Preference**" shall mean the Purchase Price paid by each shareholder for each share of Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(f) "**Options**" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(g) "**Purchase Price**" shall be equal to the price paid per share for the Preferred Stock by each stockholder of Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(h) "**Recapitalization**" shall mean any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event.

2. Dividends.

(a) Preferred Stock. In any calendar year, the holders of outstanding shares of Series C Preferred Stock shall be entitled to receive dividends out of any assets at the time legally available therefor at the Dividend Rate specified for such shares of Series C Preferred Stock payable in preference and priority to any declaration or payment of any Distribution on Series B Preferred Stock, Series A Preferred Stock or Common Stock of the Corporation in such calendar year. In any calendar year, the holders of outstanding shares of Series B Preferred Stock shall be entitled to receive dividends out of any assets at the time legally available therefor at the Dividend Rate specified for such shares of Series B Preferred Stock payable in preference and priority to any declaration or payment of any Distribution on Series A Preferred Stock or Common Stock of the Corporation in such calendar year. In any calendar year, the holders of outstanding shares of Series A Preferred Stock shall be entitled to receive dividends out of any assets at the time legally available therefor at the Dividend Rate specified for such shares of Series A Preferred Stock payable in preference and priority to any declaration or payment of any Distribution on Common Stock of the Corporation in such calendar year. No Distributions shall be made with respect to the Common Stock until all accrued and unpaid dividends on the Preferred Stock have been paid to the Preferred Stock holders; provided, further, that no dividends shall be declared or paid on any shares of Common Stock unless and until a like dividend has been declared and paid, or declared and set aside, on the Preferred Stock. Payment of any dividends to the holders of a particular series of Preferred Stock shall be on a pro rata, pari passu basis in proportion to the Dividend Rates for such series of Preferred Stock. The right to receive dividends on shares of Preferred Stock shall be cumulative, shall accrue automatically each year that shares of the Preferred Stock remain issued and outstanding, and shall be payable only when, as, and if declared by the Board of Directors or as otherwise provided herein.

(b) Non-Cash Distributions. Whenever a Distribution provided for in this Section 2 shall be payable in property other than cash, the value of such Distribution shall be deemed to be the fair market value of such property as determined in good faith by the Board of Directors.

3. Liquidation Rights.

(a) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series C Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Series B Preferred Stock, Series A Preferred Stock or Common Stock by reason of their ownership of such stock, an amount per share for each share of Series C Preferred Stock held by them equal to the sum of (i) the Liquidation Preference specified for such share of Series C Preferred Stock and (ii) all accrued but unpaid dividends (if any) on such share of Series C Preferred Stock. If upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation legally available for distribution to the holders of the Series C Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series C Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a). In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and following the payments in full to the holders of Series C Preferred Stock under this Section 3(a), the holders of the Series B Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Series A Preferred Stock or Common Stock by reason of their ownership of such stock, an amount per share for each share of Series B Preferred Stock held by them equal to the sum of (i) the Liquidation Preference specified for such share of Series B Preferred Stock and (ii) all accrued but unpaid dividends (if any) on such share of Series B Preferred Stock. If upon the liquidation, dissolution or winding up of the Corporation, and following the payments in full to the holders of Series C Preferred Stock under this Section 3(a), the assets of the Corporation legally available for distribution to the holders of the Series B Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series B Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a). In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and following the payments in full to the holders of Series B Preferred Stock and Series C Preferred Stock under this Section 3(a), the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Common Stock by reason of their ownership of such stock, an amount per share for each share of Series A Preferred Stock held by them equal to the sum of (i) the Liquidation Preference specified for such share of Series A Preferred Stock and (ii) all accrued but unpaid dividends (if any) on such share of Series A Preferred Stock. If upon the liquidation, dissolution or winding up of the Corporation, and following the payments in full to the holders of Series B and Series C Preferred Stock under this Section 3(a), the assets of the Corporation legally available for distribution to the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then the remaining assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a).

(b) Remaining Assets. After the payment to the holders of Preferred Stock of the full preferential amounts specified above, if any, the entire remaining assets of the Corporation legally available for distribution by the Corporation shall be distributed with equal priority and pro rata among the holders of Common Stock in proportion to the number of shares of Common Stock held by them. For avoidance of doubt, if a holder of Preferred Stock shall exercise conversion rights to convert shares of Preferred Stock into Common Stock in connection with or upon any liquidation, dissolution or winding up of the Corporation, then such conversion shall be deemed to occur immediately prior to such liquidation, dissolution or winding up of the Corporation (and in lieu of the application or payment of any liquidation preferences, dividends, and rights set forth in Sections 2 and 3(a) herein). Accordingly, if a holder of Preferred Stock converts shares of Preferred Stock into shares of Common Stock, then such Holder will not be paid or owed any dividends on such Preferred Stock (whether or not declared or accrued) and all rights to receive dividends with regard to such shares of Preferred Stock shall be thereupon terminated, forfeited and deemed null and void.

(c) Reorganization. For purposes of this Section 3, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions to which the Corporation is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction continue to retain (either by such voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), as a result of shares in the Corporation held by such holders prior to such transaction, at least fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions; (b) a sale, lease or other conveyance of all or substantially all of the assets of the Corporation in any one transaction or a series of related transactions; or (c) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(d) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board of Directors, except that any publicly-traded securities to be distributed to stockholders in a liquidation, dissolution, or winding up of the Corporation shall be valued as follows:

(i) If the securities are then traded on a national securities exchange or the Nasdaq Stock Market (or a similar national quotation system), then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange or system over the ten (10) trading day period ending five (5) trading days prior to the Distribution;

(ii) If the securities are actively traded over-the-counter, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10) trading day period ending five (5) trading days prior to the Distribution.

In the event of a merger or other acquisition of the Corporation by another entity, the Distribution date shall be deemed to be the date such transaction closes.

For the purposes of this subsection 3(d), "trading day" shall mean any day which the exchange or system on which the securities to be distributed are traded is open and "closing prices" or "closing bid prices" shall be deemed to be: (i) for securities traded primarily on the New York Stock Exchange, the American Stock Exchange or Nasdaq, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets and systems, the market price as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into that number of fully-paid, nonassessable shares of Common Stock determined by multiplying the number of shares of Preferred Stock by the Conversion Rate in effect at the time of such conversion. Upon any decrease or increase in the Conversion Rate for any series of Preferred Stock, as described in this Section 4, the Conversion Rate for such series shall be appropriately increased or decreased.

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Common Stock at the then effective Conversion Rate for such share (i) immediately prior to the closing of a firm commitment underwritten initial public offering pursuant to an effective registration statement filed under the Securities Act of 1933, as amended (the "Securities Act"), covering the offer and sale of the Corporation's Common Stock, provided that the aggregate equity value of

the Corporation at the closing of such offering exceeds \$30,000,000, or (ii) upon the receipt by the Corporation of a written request for such conversion from the holders of a majority of the Preferred Stock then outstanding, or, if later, the effective date for conversion specified in such requests (each of the events referred to in (i) and (ii) are referred to herein as an "Automatic Conversion Event").

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined by the Board of Directors. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Preferred Stock shall be entitled to receive certificates for shares of Common Stock upon conversion, he shall either (A) surrender the Preferred Stock certificate or certificates, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock or (B) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that on the date of an Automatic Conversion Event, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such Automatic Conversion Event unless either the certificates evidencing such shares of Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. On the date of the occurrence of an Automatic Conversion Event, each holder of record of shares of Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act or a merger, sale, financing, or liquidation of the Corporation or other event, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of such transaction or upon the occurrence of such event, in which case the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such transaction or the occurrence of such event.

(d) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Rate for each series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Rates in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(e) Adjustments for Subdivisions or Combinations of Preferred Stock. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Preferred Stock, the Dividend

Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Preferred Stock, the Dividend Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(f) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 3 above ("**Liquidation Rights**"), if the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above) (herein referred to as a "**Reclassification**"), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive each holder of such Preferred Stock shall have the right thereafter to convert such shares of Preferred Stock into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of such series of Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided herein with respect to such other shares.

(g) Conversion Rate Adjustments. If the Corporation shall issue any Common Stock for a consideration per share less than the applicable Purchase Price paid by a particular Holder of Preferred Stock (excluding stock dividends, subdivisions, split-ups, combinations, dividends or recapitalizations which are covered by Sections 4(d), (e) and (f)), the applicable Conversion Rate for such Preferred Stock in effect for such Holder immediately after each such issuance shall forthwith (except as provided in this Section 4(g)) be adjusted to a ratio equal to the quotient obtained by dividing (X) an amount equal to the sum of (i) the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of outstanding Preferred Stock) immediately prior to such issuance of Common Stock multiplied by the applicable Purchase Price paid by such Holder for its Preferred Stock and (ii) the aggregate consideration received by the Corporation upon such issuance, by (Y) the sum of (i) the total number of shares of Common Stock outstanding immediately prior to such issuance of Common Stock (including any shares of Common Stock issuable upon conversion of outstanding Preferred Stock) and (ii) the number of shares of Common Stock issued in the transaction which resulted in the adjustment pursuant to this Section 4(g). Notwithstanding anything to the contrary contained herein, the Conversion Rate adjustments described in this Section 4(g) shall not be applicable to any issuance by the Corporation of any Common Stock for a consideration per share in excess of \$450.00 per share of Common Stock (such price subject to adjustment for a Reclassification in accordance with the principles set forth in Section 4(f) above) or any issuance by the Corporation of any Common Stock to Shell Energy North America (US) L.P pursuant to the exercise of warrants to purchase Common Stock under the Warrant Agreement originally entered into on or about December 31, 2009 between the Corporation and Shell Energy North America (US) L.P. (or any substitute, amending, or successor documents thereto).

(h) Notices of Record Date. In the event that this Corporation shall propose at any time:

(i) to declare any Distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or

(iii) to voluntarily liquidate or dissolve or to enter into any transaction deemed to be a liquidation, dissolution or winding up of the corporation pursuant to Section 3(c);

then, in connection with each such event, this Corporation shall send to the holders of the Preferred Stock at least 10 days' prior written notice of the date on which a record shall be taken for such Distribution (and specifying the date on which the holders of Common Stock shall be entitled thereto and, if applicable, the amount and character of such Distribution) or for determining rights to vote in respect of the matters referred to in (ii) and (iii) above.

Such written notice shall be given by first class mail (or express courier), postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation and shall be deemed given on the date such notice is mailed.

The notice provisions set forth in this section may be shortened or waived prospectively or retrospectively by the vote or written consent of the holders of a majority of the Preferred Stock entitled to vote, voting together as a single class.

(l) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock into Common Stock, such number of its shares of Common Stock, as applicable, as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock into Common Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect such conversion of all then outstanding shares of the Preferred Stock into Common Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

6. Voting.

(a) Restricted Class Voting. Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(b) No Series Voting. Other than as provided herein or required by law, there shall be no series voting.

(c) Series A Preferred Stock. Each holder of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock held by such holder could be converted as of the record date. The holders of shares of Series A Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. Holders of Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted), shall be disregarded.

(d) Adjustment in Authorized Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority of the voting stock of the Corporation.

(e) Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held.

(f) Series B and Series C Preferred Stock. No voting rights are associated with shares of Series B Preferred Stock or Series C Preferred Stock. Series B Preferred Stock and Series C Preferred Stock are for all purposes each deemed to be a non-voting series of Preferred Stock. The holders of shares of Series B Preferred Stock and Series C Preferred Stock shall not be entitled to any votes with regard to their shares of Series B Preferred Stock or Series C Preferred Stock.

(g) Amendments and Changes. As long as any of the Preferred Stock shall be issued and outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than 50% of the outstanding shares of the Preferred Stock entitled to vote, alter or change the rights, preferences, privileges or powers of, or restrictions provided for the benefit of any series of Preferred Stock. Notwithstanding the foregoing, the Corporation shall not, (i) without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than 50% of the outstanding shares of the Series C Preferred Stock, alter or change the rights, preferences, privileges or powers of, or restrictions provided for the benefit of, the Series C Preferred Stock, or (ii) without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than 50% of the

outstanding shares of the Series B Preferred Stock, alter or change the rights, preferences, privileges or powers of, or restrictions provided for the benefit of, the Series B Preferred Stock,

6. Reissuance of Preferred Stock. In the event that any shares of Preferred Stock shall be converted pursuant to Section 4 or otherwise repurchased by the Corporation, the shares so converted or repurchased shall be cancelled and shall not be issuable by the Corporation.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

No holder of any of the shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Certificate of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

ARTICLE VIII

When a compromise or arrangement is proposed between the Corporation and its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation pursuant to the provisions of Section 291 of Title 8 of the Delaware Code or on application of trustees in dissolution or of any receiver or receivers appointed for the corporation pursuant to provisions of Section 279 of Title 8 of the Delaware Code may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

ARTICLE IX

The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

ARTICLE X

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE XI

Unless otherwise set forth herein, the number of directors which constitute the Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

ARTICLE XII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE XIII

1. The personal liability of all of the directors and officers of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director or officer.

2. The Corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding, whether criminal, civil, administrative or investigative, in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

3. Neither any amendment nor repeal of this Article XIII nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article XIII, shall eliminate or reduce the effect of this Article XIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article XIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XIV

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

Delaware

PAGE 1

The First State

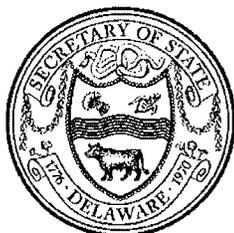
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BOUNCE ENERGY, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2011, AT 1:35 O'CLOCK P.M.

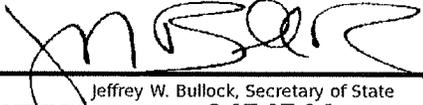
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4535091 8100

110385242

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8676766

DATE: 04-06-11

**FOURTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BOUNCE ENERGY, INC.**

Bounce Energy, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

A. The name of the Corporation is Bounce Energy, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 17, 2008.

B. This Fourth Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation, on April 6, 2011.

/s/ ROBBIE WRIGHT
Chief Executive Officer

**FOURTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BOUNCE ENERGY, INC.**

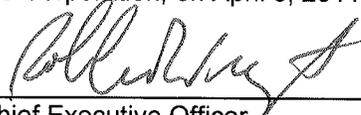
Bounce Energy, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), certifies that:

A. The name of the Corporation is Bounce Energy, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 17, 2008.

B. This Fourth Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation, on April 6, 2011.



Chief Executive Officer

EXHIBIT A

ARTICLE I

The name of the Corporation is Bounce Energy, Inc. (the "Corporation").

ARTICLE II

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE III

Its Registered Office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904. The Registered Agent in charge thereof is National Registered Agents, Inc.

ARTICLE IV

The total number of shares of stock that the Corporation shall have authority to issue is 60,000, consisting of 38,000 shares of Common Stock, \$0.001 par value per share ("Common Stock"), and 22,000 shares of Preferred Stock ("Preferred Stock"), 16,674 of which shares are designated as Series A Preferred Stock, \$0.001 par value per share ("Series A Preferred Stock"), and 5,326 of which shares are designated as Series B Preferred Stock, \$0.001 par value per share ("Series B Preferred Stock"), each with the rights and preferences set forth in Article V below. The Board of Directors is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of preferred stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

The terms and provisions of the Common Stock and Preferred Stock are as follows:

1. Definitions. For purposes of this Article V, the following definitions shall apply:

(a) "**Conversion Rate**" shall mean the number of shares of Common Stock to be converted for each share of the Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein). The Initial Conversion Rate shall be equal to one share of Common Stock for each share of Preferred Stock and shall be adjusted as otherwise set forth in Article V.

(b) "**Convertible Securities**" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock.

(c) "**Distribution**" shall mean the transfer of cash or other property without consideration whether by way of dividend or otherwise, other than dividends on Common Stock payable in Common Stock,

or the purchase or redemption of shares of the Corporation for cash or property other than: (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, (iii) repurchase of capital stock of the Corporation in connection with the settlement of disputes with any stockholder, (iv) any other repurchase or redemption of capital stock of the Corporation approved by the holders of the Common and Preferred Stock of the Corporation.

(d) **"Dividend Rate"** shall mean: (i) with respect to Series A Preferred Stock, an annual rate of \$40.00 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein); and (ii) with respect to Series B Preferred Stock, an annual rate of \$50.00 per share for the Series B Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(e) **"Liquidation Preference"** shall mean the Purchase Price paid by each shareholder for each share of Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(f) **"Options"** shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(g) **"Purchase Price"** shall be equal to the price paid per share for the Preferred Stock by each stockholder of Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(h) **"Recapitalization"** shall mean any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event.

2. Dividends.

(a) **Preferred Stock.** In any calendar year, the holders of outstanding shares of Series B Preferred Stock shall be entitled to receive dividends out of any assets at the time legally available therefor at the Dividend Rate specified for such shares of Series B Preferred Stock payable in preference and priority to any declaration or payment of any Distribution on Series A Preferred Stock or Common Stock of the Corporation in such calendar year. In any calendar year, the holders of outstanding shares of Series A Preferred Stock shall be entitled to receive dividends out of any assets at the time legally available therefor at the Dividend Rate specified for such shares of Series A Preferred Stock payable in preference and priority to any declaration or payment of any Distribution on Common Stock of the Corporation in such calendar year. No Distributions shall be made with respect to the Common Stock until all accrued and unpaid dividends on the Preferred Stock have been paid to the Preferred Stock holders; provided, further, that no dividends shall be declared or paid on any shares of Common Stock unless and until a like dividend has been declared and paid, or declared and set aside, on the Preferred Stock. Payment of any dividends to the holders of a particular series of Preferred Stock shall be on a pro rata, pari passu basis in proportion to the Dividend Rates for such series of Preferred Stock. The right to receive dividends on shares of Preferred Stock shall be cumulative, shall accrue automatically each year that shares of the Preferred Stock remain issued and outstanding, and shall be payable only when, as, and if declared by the Board of Directors or as otherwise provided herein.

(b) **Non-Cash Distributions.** Whenever a Distribution provided for in this Section 2 shall be payable in property other than cash, the value of such Distribution shall be deemed to be the fair market value of such property as determined in good faith by the Board of Directors.

3. Liquidation Rights.

(a) **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series B Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Series A Preferred Stock or Common Stock by reason of their ownership of such stock, an amount per share

for each share of Series B Preferred Stock held by them equal to the sum of (i) the Liquidation Preference specified for such share of Series B Preferred Stock and (ii) all accrued but unpaid dividends (if any) on such share of Series B Preferred Stock. If upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation legally available for distribution to the holders of the Series B Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series B Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a). In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and following the payments in full to the holders of Series B Preferred Stock under this Section 3(a), the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Common Stock by reason of their ownership of such stock, an amount per share for each share of Series A Preferred Stock held by them equal to the sum of (i) the Liquidation Preference specified for such share of Series A Preferred Stock and (ii) all accrued but unpaid dividends (if any) on such share of Series A Preferred Stock. If upon the liquidation, dissolution or winding up of the Corporation, and following the payments in full to the holders of Series B Preferred Stock under this Section 3(a), the assets of the Corporation legally available for distribution to the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then the remaining assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a).

(b) Remaining Assets. After the payment to the holders of Preferred Stock of the full preferential amounts specified above, if any, the entire remaining assets of the Corporation legally available for distribution by the Corporation shall be distributed with equal priority and pro rata among the holders of Common Stock in proportion to the number of shares of Common Stock held by them. For avoidance of doubt, if a holder of Preferred Stock shall exercise conversion rights to convert shares of Preferred Stock into Common Stock in connection with or upon any liquidation, dissolution or winding up of the Corporation, then such conversion shall be deemed to occur immediately prior to such liquidation, dissolution or winding up of the Corporation (and prior to the application of any liquidation preferences and rights set forth in Section 3(a)).

(c) Reorganization. For purposes of this Section 3, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions to which the Corporation is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction continue to retain (either by such voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), as a result of shares in the Corporation held by such holders prior to such transaction, at least fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions; (b) a sale, lease or other conveyance of all or substantially all of the assets of the Corporation in any one transaction or a series of related transactions; or (c) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(d) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board of Directors, except that any publicly-traded securities to be distributed to stockholders in a liquidation, dissolution, or winding up of the Corporation shall be valued as follows:

(i) If the securities are then traded on a national securities exchange or the Nasdaq Stock Market (or a similar national quotation system), then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange or system over the ten (10) trading day period ending five (5) trading days prior to the Distribution;

(ii) If the securities are actively traded over-the-counter, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10) trading day period ending five (5) trading days prior to the Distribution.

In the event of a merger or other acquisition of the Corporation by another entity, the Distribution date shall be deemed to be the date such transaction closes.

For the purposes of this subsection 3(d), "trading day" shall mean any day which the exchange or system on which the securities to be distributed are traded is open and "closing prices" or "closing bid prices" shall be deemed to be: (i) for securities traded primarily on the New York Stock Exchange, the American Stock Exchange or Nasdaq, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets and systems, the market price as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into that number of fully-paid, non-assessable shares of Common Stock determined by multiplying the number of shares of Preferred Stock by the Conversion Rate in effect at the time of such conversion. Upon any decrease or increase in the Conversion Rate for any series of Preferred Stock, as described in this Section 4, the Conversion Rate for such series shall be appropriately increased or decreased.

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Common Stock at the then effective Conversion Rate for such share (i) immediately prior to the closing of a firm commitment underwritten initial public offering pursuant to an effective registration statement filed under the Securities Act of 1933, as amended (the "Securities Act"), covering the offer and sale of the Corporation's Common Stock, provided that the aggregate equity value of the Corporation at the closing of such offering exceeds \$15,000,000, or (ii) upon the receipt by the Corporation of a written request for such conversion from the holders of a majority of the Series A Preferred Stock then outstanding, or, if later, the effective date for conversion specified in such requests (each of the events referred to in (i) and (ii) are referred to herein as an "Automatic Conversion Event").

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined by the Board of Directors. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, he shall either (A) surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock or (B) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that on the date of an Automatic Conversion Event, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such Automatic Conversion Event unless either the certificates evidencing such shares of Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. On the date of the occurrence of an Automatic Conversion Event, each holder of record of shares of Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of

shares of Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock, plus any accrued and unpaid dividends on the converted Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act or a merger, sale, financing, or liquidation of the Corporation or other event, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of such transaction or upon the occurrence of such event, in which case the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such transaction or the occurrence of such event.

(d) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Rate for each series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Rates in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(e) Adjustments for Subdivisions or Combinations of Preferred Stock. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Preferred Stock, the Dividend Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Preferred Stock, the Dividend Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(f) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 3 above ("Liquidation Rights"), if the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above) (herein referred to as a "Reclassification"), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive each holder of such Preferred Stock shall have the right thereafter to convert such shares of Preferred Stock into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of such series of Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided herein with respect to such other shares.

(g) Conversion Rate Adjustments. If the Corporation shall issue any Common Stock for a consideration per share less than the applicable Purchase Price paid by a particular Holder of Series A Preferred Stock (excluding stock dividends, subdivisions, split-ups, combinations, dividends or recapitalizations which are covered by Sections 4(d), (e) and (f)), the applicable Conversion Rate for such Series A Preferred Stock in effect for such Holder immediately after each such issuance shall forthwith (except as provided in this Section 4(g)) be adjusted to a ratio equal to the quotient obtained by dividing (X) an amount equal to the sum of (I) the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of outstanding Series A Preferred Stock) immediately

prior to such issuance of Common Stock multiplied by the applicable Purchase Price paid by such Holder for its Series A Preferred Stock and (ii) the aggregate consideration received by the Corporation upon such issuance, by (Y) the sum of (i) the total number of shares of Common Stock outstanding immediately prior to such issuance of Common Stock (including any shares of Common Stock issuable upon conversion of outstanding Series A Preferred Stock) and (ii) the number of shares of Common Stock issued in the transaction which resulted in the adjustment pursuant to this Section 4(g). Notwithstanding anything to the contrary contained herein, the Conversion Rate adjustments described in this Section 4(g) shall not be applicable to any issuance by the Corporation of any Common Stock for a consideration per share in excess of \$450.00 per share of Common Stock (such price subject to adjustment for a Reclassification in accordance with the principles set forth in Section 4(f) above) or any issuance by the Corporation of any Common Stock to Shell Energy North America (US) L.P. pursuant to the exercise of warrants to purchase Common Stock under the Warrant Agreement originally entered into on or about December 31, 2009 between the Corporation and Shell Energy North America (US) L.P. (or any substitute, amending, or successor documents thereto).

(h) Notices of Record Date. In the event that this Corporation shall propose at any time:

(i) to declare any Distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or

(iii) to voluntarily liquidate or dissolve or to enter into any transaction deemed to be a liquidation, dissolution or winding up of the corporation pursuant to Section 3(c);

then, in connection with each such event, this Corporation shall send to the holders of the Preferred Stock at least 10 days' prior written notice of the date on which a record shall be taken for such Distribution (and specifying the date on which the holders of Common Stock shall be entitled thereto and, if applicable, the amount and character of such Distribution) or for determining rights to vote in respect of the matters referred to in (ii) and (iii) above.

Such written notice shall be given by first class mail (or express courier), postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation and shall be deemed given on the date such notice is mailed.

The notice provisions set forth in this section may be shortened or waived prospectively or retrospectively by the vote or written consent of the holders of a majority of the Preferred Stock entitled to vote, voting together as a single class.

(i) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock into Common Stock, such number of its shares of Common Stock, as applicable, as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock into Common Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect such conversion of all then outstanding shares of the Preferred Stock into Common Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5. Voting.

(a) Restricted Class Voting. Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(b) No Series Voting. Other than as provided herein or required by law, there shall be no series voting.

(c) Series A Preferred Stock. Each holder of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock held by such holder could be converted as of the record date. The holders of shares of Series A Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. Holders of Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted), shall be disregarded.

(d) Adjustment in Authorized Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority of the voting stock of the Corporation.

(e) Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held.

(f) Series B Preferred Stock. No voting rights are associated with shares of Series B Preferred Stock. Series B Preferred Stock is for all purposes deemed to be a non-voting series of Preferred Stock. The holders of shares of Series B Preferred Stock shall not be entitled to any votes with regard to their shares of Series B Preferred Stock.

(g) Amendments and Changes. As long as any of the Preferred Stock shall be issued and outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than 50% of the outstanding shares of the Preferred Stock entitled to vote, alter or change the rights, preferences, privileges or powers of, or restrictions provided for the benefit of any series of Preferred Stock.

6. Reissuance of Preferred Stock. In the event that any shares of Preferred Stock shall be converted pursuant to Section 4 or otherwise repurchased by the Corporation, the shares so converted or repurchased shall be cancelled and shall not be issuable by the Corporation.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

No holder of any of the shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Certificate of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

ARTICLE VIII

When a compromise or arrangement is proposed between the Corporation and its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation pursuant to the provisions of Section 291 of Title 8 of the Delaware Code or on application of trustees in dissolution or of any receiver or receivers appointed for the corporation pursuant to provisions of Section 279 of Title 8 of the Delaware Code may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or

class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

ARTICLE IX

The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

ARTICLE X

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE XI

Unless otherwise set forth herein, the number of directors which constitute the Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

ARTICLE XII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE XIII

1. The personal liability of all of the directors and officers of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director or officer.

2. The Corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding, whether criminal, civil, administrative or investigative, in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

3. Neither any amendment nor repeal of this Article XIII nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article XIII, shall eliminate or reduce the effect of this Article XIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that,

but for this Article XIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XIV

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BOUNCE ENERGY, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF AUGUST, A.D. 2010, AT 2:04 O'CLOCK P.M.

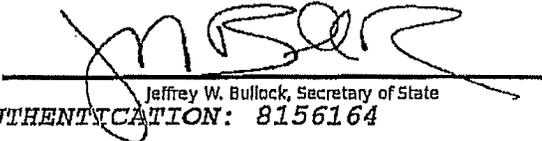
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8156164

DATE: 08-05-10

**CERTIFICATE OF AMENDMENT
TO THE
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
BOUNCE ENERGY, INC.**

Bounce Energy, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify that:

FIRST: This Certificate of Amendment amends the provisions of the Corporation's Third Amended and Restated Certificate of Incorporation filed on December 31, 2009 (the "Third Amended and Restated Certificate").

SECOND: The terms and provisions of this Certificate of Amendment have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and shall become effective at 5:00 p.m., eastern time, on August 5, 2010.

THIRD: The Third Amended and Restated Certificate is hereby amended by deleting the text of Article IV in its entirety and replacing it with the following:

"Without regard to any other provision of this Certificate of Incorporation, each one (1) share of Common Stock and Preferred Stock (each as defined below), either Issued and outstanding or held by the Corporation as treasury stock, immediately prior to the time (the "Effective Time") this amendment becomes effective ("Old Common Stock" and "Old Preferred Stock," respectively) shall be and is hereby automatically reclassified and changed (without any further act) into one-thousandth (1/1000th) of a fully-paid and nonassessable share of Common Stock ("New Common Stock") and Preferred Stock ("New Preferred Stock"), respectively, without increasing or decreasing the amount of stated capital or paid-in surplus of the Corporation.

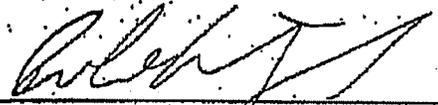
Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock or Old Preferred Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares of New Common Stock or New Preferred Stock, respectively, into which the shares of Old Common Stock or Old Preferred Stock represented by such certificate shall have been reclassified; provided, however, that each person of record holding a certificate that represented shares of Old Common Stock or Old Preferred Stock shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of shares of New Common Stock or New Preferred Stock, respectively, into which the shares of Old Common Stock or Old Preferred Stock represented by such certificate shall have been reclassified.

The total number of shares of stock that the Corporation shall have authority to issue is 60,000, consisting of 38,000 shares of Common Stock, \$0.001 par value per share ("Common Stock"), and 22,000 shares of Preferred Stock ("Preferred Stock"), all of which shares are designated as Series A Preferred Stock, \$0.001 par value per share ("Series A Preferred Stock"), each with the rights and preferences set forth in Article V below. The Board of Directors is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of preferred stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series."

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation to be signed by the Chief Executive Officer this 5th day of August, 2010.

By


Robble Wright, Chief Executive Officer

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BOUNCE ENERGY, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 12:47 O'CLOCK P.M.

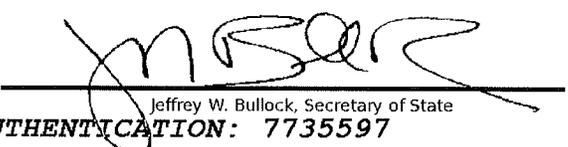
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7735597

DATE: 01-04-10

**THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BOUNCE ENERGY, INC.**

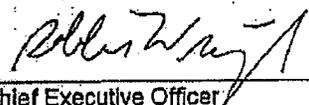
Bounce Energy, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

A. The name of the Corporation is Bounce Energy, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 17, 2008.

B. This Third Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation, on December 28, 2009.



Chief Executive Officer
Robbie Wright

EXHIBIT A

ARTICLE I

The name of the Corporation is Bounce Energy, Inc. (the "Corporation").

ARTICLE II

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE III

Its Registered Office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904. The Registered Agent in charge thereof is National Registered Agents, Inc.

ARTICLE IV

The total number of shares of stock that the Corporation shall have authority to issue is 60,000,000 consisting of 38,000,000 shares of Common Stock, \$0.001 par value per share ("Common Stock"), and 22,000,000 shares of Preferred Stock ("Preferred Stock"), all of which shares are designated as Series A Preferred Stock, \$0.001 par value per share ("Series A Preferred Stock"), each with the rights and preferences set forth in Article V below. The Board of Directors is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of preferred stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

The terms and provisions of the Common Stock and Preferred Stock are as follows:

1. **Definitions.** For purposes of this Article V, the following definitions shall apply:

(a) "**Conversion Rate**" shall mean the number of shares of Common Stock to be converted for each share of the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein). The initial Conversion Rate shall be equal to one share of Common Stock for each share of Series A Preferred Stock and shall be adjusted as otherwise set forth in Article V.

(b) "**Convertible Securities**" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock.

(c) "**Distribution**" shall mean the transfer of cash or other property without consideration whether by way of dividend or otherwise, other than dividends on Common Stock payable in Common Stock,

or the purchase or redemption of shares of the Corporation for cash or property other than: (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, (iii) repurchase of capital stock of the Corporation in connection with the settlement of disputes with any stockholder, (iv) any other repurchase or redemption of capital stock of the Corporation approved by the holders of the Common and Preferred Stock of the Corporation.

(d) "Dividend Rate" shall mean an annual rate of \$0.04 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(e) "Liquidation Preference" shall mean the Purchase Price paid by each shareholder for each share of Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(f) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(g) "Purchase Price" shall be equal to the price paid per share for the Preferred Stock by each stockholder of Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(h) "Recapitalization" shall mean any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event.

2. Dividends.

(a) Preferred Stock. In any calendar year, the holders of outstanding shares of Preferred Stock shall be entitled to receive dividends out of any assets at the time legally available therefor at the Dividend Rate specified for such shares of Preferred Stock payable in preference and priority to any declaration or payment of any Distribution on Common Stock of the Corporation in such calendar year. No Distributions shall be made with respect to the Common Stock until all accrued and unpaid dividends on the Preferred Stock have been paid to the Preferred Stock holders; provided, further, that no dividends shall be declared or paid on any shares of Common Stock unless and until a like dividend has been declared and paid, or declared and set aside, on the Preferred Stock. Payment of any dividends to the holders of the Preferred Stock shall be on a pro rata, pari passu basis in proportion to the Dividend Rates for each series of Preferred Stock. The right to receive dividends on shares of Preferred Stock shall be cumulative, shall accrue automatically each year that shares of the Preferred Stock remain issued and outstanding, and shall be payable only when, as, and if declared by the Board of Directors or as otherwise provided herein.

(b) Non-Cash Distributions. Whenever a Distribution provided for in this Section 2 shall be payable in property other than cash, the value of such Distribution shall be deemed to be the fair market value of such property as determined in good faith by the Board of Directors.

3. Liquidation Rights.

(a) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Common Stock by reason of their ownership of such stock, an amount per share for each share of Series A Preferred Stock held by them an amount equal to the sum of (i) the Liquidation Preference specified for such share of Series A Preferred Stock and (ii) all accrued but unpaid dividends (if any) on such share of Series A Preferred Stock. If upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation legally available for distribution to the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a), then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a).

(b) Remaining Assets. After the payment to the holders of Preferred Stock of the full preferential amounts specified above, the entire remaining assets of the Corporation legally available for distribution by the Corporation shall be distributed with equal priority and pro rata among the holders of Common Stock in proportion to the number of shares of Common Stock held by them.

(c) Reorganization. For purposes of this Section 3, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions to which the Corporation is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction continue to retain (either by such voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), as a result of shares in the Corporation held by such holders prior to such transaction, at least fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions; (b) a sale, lease or other conveyance of all or substantially all of the assets of the Corporation in any one transaction or a series of related transactions; or (c) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(d) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board of Directors, except that any publicly-traded securities to be distributed to stockholders in a liquidation, dissolution, or winding up of the Corporation shall be valued as follows:

(i) If the securities are then traded on a national securities exchange or the Nasdaq Stock Market (or a similar national quotation system), then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange or system over the ten (10) trading day period ending five (5) trading days prior to the Distribution;

(ii) If the securities are actively traded over-the-counter, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10) trading day period ending five (5) trading days prior to the Distribution.

In the event of a merger or other acquisition of the Corporation by another entity, the Distribution date shall be deemed to be the date such transaction closes.

For the purposes of this subsection 3(d), "trading day" shall mean any day which the exchange or system on which the securities to be distributed are traded is open and "closing prices" or "closing bid prices" shall be deemed to be: (i) for securities traded primarily on the New York Stock Exchange, the American Stock Exchange or Nasdaq, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets and systems, the market price as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into that number of fully-paid, nonassessable shares of Common Stock determined by multiplying the number of shares of Preferred Stock by the Conversion Rate in effect at the time of such conversion. Upon any decrease or increase in the Conversion Rate for any series of Preferred Stock, as described in this Section 4, the Conversion Rate for such series shall be appropriately increased or decreased.

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Common Stock at the then effective Conversion Rate for such share (i) immediately prior to the closing of a firm commitment underwritten initial public offering pursuant to an effective registration statement filed under the Securities Act of 1933, as amended (the "Securities Act"), covering the offer and sale of the Corporation's Common Stock, provided that the aggregate equity value of the Corporation at the closing of such offering exceeds \$15,000,000, or (ii) upon the receipt by the Corporation of a written request for such conversion from the holders of a majority of the Preferred Stock then outstanding, or, if later, the effective date for conversion specified in such requests (each of the events referred to in (i) and (ii) are referred to herein as an "Automatic Conversion Event").

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined by the Board of Directors. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, he shall either (A) surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock or (B) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that on the date of an Automatic Conversion Event, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such Automatic Conversion Event unless either the certificates evidencing such shares of Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. On the date of the occurrence of an Automatic Conversion Event, each holder of record of shares of Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock, plus any accrued and unpaid dividends on the converted Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act or a merger, sale, financing, or liquidation of the Corporation or other event, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of such transaction or upon the occurrence of such event, in which case the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such transaction or the occurrence of such event.

(d) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Rate for each series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the

Conversion Rates in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(e) Adjustments for Subdivisions or Combinations of Preferred Stock. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Preferred Stock, the Dividend Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Preferred Stock, the Dividend Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(f) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 3 above ("Liquidation Rights"), if the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above) (herein referred to as a "Reclassification"), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive each holder of such Preferred Stock shall have the right thereafter to convert such shares of Preferred Stock into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of such series of Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided herein with respect to such other shares.

(g) Conversion Rate Adjustments. If the Corporation shall issue any Common Stock for a consideration per share less than the applicable Purchase Price paid by a particular Holder of Series A Preferred Stock (excluding stock dividends, subdivisions, split-ups, combinations, dividends or recapitalizations which are covered by Sections 4(d), (e) and (f)), the applicable Conversion Rate for such Series A Preferred Stock in effect for such Holder immediately after each such issuance shall forthwith (except as provided in this Section 4(g)) be adjusted to a ratio equal to the quotient obtained by dividing (X) an amount equal to the sum of (i) the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of outstanding Series A Preferred Stock) immediately prior to such issuance of Common Stock multiplied by the applicable Purchase Price paid by such Holder for its Series A Preferred Stock and (ii) the aggregate consideration received by the Corporation upon such issuance, by (Y) the sum of (i) the total number of shares of Common Stock outstanding immediately prior to such issuance of Common Stock (including any shares of Common Stock issuable upon conversion of outstanding Series A Preferred Stock) and (ii) the number of shares of Common Stock issued in the transaction which resulted in the adjustment pursuant to this Section 4(g). Notwithstanding anything to the contrary contained herein, the Conversion Rate adjustments described in this Section 4(g) shall not be applicable to any issuance by the Corporation of any Common Stock for a consideration per share in excess of \$0.45 per share of Common Stock (such price subject to adjustment for a Reclassification in accordance with the principles set forth in Section 4(f) above) or any issuance by the Corporation of any Common Stock to Shell Energy North America (US) L.P. pursuant to the exercise of warrants to purchase Common Stock under the Warrant Agreement entered into on or about the date hereof between the Corporation and Shell Energy North America (US) L.P.

(h) Notices of Record Date. In the event that this Corporation shall propose at any time:

(i) to declare any Distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or

(iii) to voluntarily liquidate or dissolve or to enter into any transaction deemed to be a liquidation, dissolution or winding up of the corporation pursuant to Section 3(c);

then, in connection with each such event, this Corporation shall send to the holders of the Preferred Stock at least 10 days' prior written notice of the date on which a record shall be taken for such Distribution (and specifying the date on which the holders of Common Stock shall be entitled thereto and, if applicable, the amount and character of such Distribution) or for determining rights to vote in respect of the matters referred to in (ii) and (iii) above.

Such written notice shall be given by first class mail (or express courier), postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation and shall be deemed given on the date such notice is mailed.

The notice provisions set forth in this section may be shortened or waived prospectively or retrospectively by the vote or written consent of the holders of a majority of the Preferred Stock, voting together as a single class.

(i) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock into Common Stock, such number of its shares of Common Stock, as applicable, as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock into Common Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect such conversion of all then outstanding shares of the Preferred Stock into Common Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5. Voting.

(a) Restricted Class Voting. Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(b) No Series Voting. Other than as provided herein or required by law, there shall be no series voting.

(c) Preferred Stock. Each holder of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock held by such holder could be converted as of the record date. The holders of shares of the Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. Holders of Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted), shall be disregarded.

(d) Adjustment in Authorized Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority of the stock of the Corporation.

(e) Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held.

(f) Amendments and Changes. As long as any of the Preferred Stock shall be issued and outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than 50% of the outstanding shares of the Preferred Stock, alter or change the rights, preferences, privileges or powers of, or restrictions provided for the benefit of the Preferred Stock.

6. Reissuance of Preferred Stock. In the event that any shares of Preferred Stock shall be converted pursuant to Section 4 or otherwise repurchased by the Corporation, the shares so converted or repurchased shall be cancelled and shall not be issuable by this Corporation.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

No holder of any of the shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Certificate of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

ARTICLE VIII

When a compromise or arrangement is proposed between the Corporation and its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation pursuant to the provisions of Section 291 of Title 8 of the Delaware Code or on application of trustees in dissolution or of any receiver or receivers appointed for the corporation pursuant to provisions of Section 279 of Title 8 of the Delaware Code may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing $\frac{3}{4}$ in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

ARTICLE IX

The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

ARTICLE X

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE XI

Unless otherwise set forth herein, the number of directors which constitute the Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

ARTICLE XII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE XIII

1. The personal liability of all of the directors and officers of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director or officer.

2. The Corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding, whether criminal, civil, administrative or investigative, in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

3. Neither any amendment nor repeal of this Article XIII nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article XIII, shall eliminate or reduce the effect of this Article XIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article XIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XIV

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BOUNCE ENERGY, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2009, AT 4:50 O'CLOCK P.M.

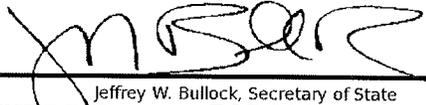
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4535091 8100

090416630



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7276380

DATE: 04-30-09

SECOND AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION OF

BOUNCE ENERGY, INC.

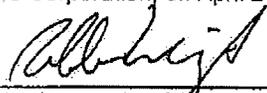
Bounce Energy, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

A. The name of the Corporation is Bounce Energy, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 17, 2008.

B. This Second Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation, on April 27, 2009.



Chief Executive Officer,
Robbie Wright

EXHIBIT A

ARTICLE I

The name of the Corporation is Bounce Energy, Inc. (the "Corporation").

ARTICLE II

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE III

Its Registered Office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904. The Registered Agent in charge thereof is National Registered Agents, Inc.

ARTICLE IV

The total number of shares of stock that the Corporation shall have authority to issue is 40,600,000, consisting of 28,000,000 shares of Common Stock, \$0.001 par value per share ("Common Stock"), and 12,600,000 shares of Preferred Stock ("Preferred Stock"), all of which shares are designated as Series A Preferred Stock, \$0.001 par value per share ("Series A Preferred Stock"), each with the rights and preferences set forth in Article V below. The Board of Directors is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of preferred stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

The terms and provisions of the Common Stock and Preferred Stock are as follows:

1. Definitions. For purposes of this Article V, the following definitions shall apply:

(a) "**Conversion Price**" shall mean \$0.50 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein).

(b) "**Convertible Securities**" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock.

(c) "**Distribution**" shall mean the transfer of cash or other property without consideration whether by way of dividend or otherwise, other than dividends on Common Stock payable in Common Stock, or the purchase or redemption of shares of the Corporation for cash or property other than: (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right

of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, (iii) repurchase of capital stock of the Corporation in connection with the settlement of disputes with any stockholder, (iv) any other repurchase or redemption of capital stock of the Corporation approved by the holders of the Common and Preferred Stock of the Corporation.

(d) "**Dividend Rate**" shall mean an annual rate of \$0.04 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(e) "**Liquidation Preference**" shall mean \$0.50 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(f) "**Options**" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(g) "**Purchase Price**" shall mean \$0.50 per share for the Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(h) "**Recapitalization**" shall mean any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event.

2. Dividends.

(a) Preferred Stock. In any calendar year, the holders of outstanding shares of Preferred Stock shall be entitled to receive dividends out of any assets at the time legally available therefor at the Dividend Rate specified for such shares of Preferred Stock payable in preference and priority to any declaration or payment of any Distribution on Common Stock of the Corporation in such calendar year. No Distributions shall be made with respect to the Common Stock until all accrued and unpaid dividends on the Preferred Stock have been paid to the Preferred Stock holders; provided, further, that no dividends shall be declared or paid on any shares of Common Stock unless and until a like dividend has been declared and paid, or declared and set aside, on the Preferred Stock. Payment of any dividends to the holders of the Preferred Stock shall be on a pro rata, pari passu basis in proportion to the Dividend Rates for each series of Preferred Stock. The right to receive dividends on shares of Preferred Stock shall be cumulative, shall accrue automatically each year that shares of the Preferred Stock remain issued and outstanding, and shall be payable only when, as, and if declared by the Board of Directors or as otherwise provided herein.

(b) Non-Cash Distributions. Whenever a Distribution provided for in this Section 2 shall be payable in property other than cash, the value of such Distribution shall be deemed to be the fair market value of such property as determined in good faith by the Board of Directors.

3. Liquidation Rights.

(a) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Common Stock by reason of their ownership of such stock, an amount per share for each share of Series A Preferred Stock held by them an amount equal to the sum of (i) the Liquidation Preference specified for such share of Series A Preferred Stock and (ii) all accrued but unpaid dividends (if any) on such share of Series A Preferred Stock. If upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation legally available for distribution to the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a)(i), then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a)(i).

(b) Remaining Assets. After the payment to the holders of Preferred Stock of the full preferential amounts specified above, the entire remaining assets of the Corporation legally available for distribution by the Corporation shall be distributed with equal priority and pro rata among the holders of Common Stock in proportion to the number of shares of Common Stock held by them.

(c) Reorganization. For purposes of this Section 3, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions to which the Corporation is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction continue to retain (either by such voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), as a result of shares in the Corporation held by such holders prior to such transaction, at least fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions; (b) a sale, lease or other conveyance of all or substantially all of the assets of the Corporation in any one transaction or a series of related transactions; or (c) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(d) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board of Directors, except that any publicly-traded securities to be distributed to stockholders in a liquidation, dissolution, or winding up of the Corporation shall be valued as follows:

(i) If the securities are then traded on a national securities exchange or the Nasdaq Stock Market (or a similar national quotation system), then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange or system over the ten (10) trading day period ending five (5) trading days prior to the Distribution;

(ii) If the securities are actively traded over-the-counter, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10) trading day period ending five (5) trading days prior to the Distribution.

In the event of a merger or other acquisition of the Corporation by another entity, the Distribution date shall be deemed to be the date such transaction closes.

For the purposes of this subsection 3(d), "trading day" shall mean any day which the exchange or system on which the securities to be distributed are traded is open and "closing prices" or "closing bid prices" shall be deemed to be: (i) for securities traded primarily on the New York Stock Exchange, the American Stock Exchange or Nasdaq, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets and systems, the market price as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into that number of fully-paid, nonassessable shares of Common Stock determined by dividing the Purchase Price for the relevant series by the Conversion Price for such series. (The number of shares of Common Stock into which each share of Preferred Stock of a series may be converted is hereinafter referred to as the "Conversion Rate" for each such series.) Upon any decrease or increase in the Conversion Price for any series of Preferred Stock, as described in this Section 4, the Conversion Rate for such series shall be appropriately increased or decreased.

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Common Stock at the then effective Conversion Rate for such share (i) immediately prior to the closing of a firm commitment underwritten initial public offering pursuant to an effective registration statement filed under the Securities Act of 1933, as amended (the "Securities Act"), covering the offer and sale of the Corporation's Common Stock, provided that the aggregate equity value of

the Corporation at the closing of such offering exceeds \$15,000,000, or (ii) upon the receipt by the Corporation of a written request for such conversion from the holders of a majority of the Preferred Stock then outstanding, or, if later, the effective date for conversion specified in such requests (each of the events referred to in (i) and (ii) are referred to herein as an "Automatic Conversion Event").

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined by the Board of Directors. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, he shall either (A) surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock or (B) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that on the date of an Automatic Conversion Event, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such Automatic Conversion Event unless either the certificates evidencing such shares of Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. On the date of the occurrence of an Automatic Conversion Event, each holder of record of shares of Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock, plus any accrued and unpaid dividends on the converted Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act or a merger, sale, financing, or liquidation of the Corporation or other event, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of such transaction or upon the occurrence of such event, in which case the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such transaction or the occurrence of such event.

(d) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Price of each series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Prices in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(e) Adjustments for Subdivisions or Combinations of Preferred Stock. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be subdivided (by stock split, by

payment of a stock dividend or otherwise), into a greater number of shares of Preferred Stock, the Dividend Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Preferred Stock, the Dividend Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(f) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 3 above ("Liquidation Rights"), if the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive each holder of such Preferred Stock shall have the right thereafter to convert such shares of Preferred Stock into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of such series of Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided herein with respect to such other shares.

(g) Conversion Price Adjustments. If the Corporation shall issue any Common Stock for a consideration per share less than the applicable Conversion Price for Series A Preferred Stock in effect immediately prior to the issuance of such Common Stock (excluding stock dividends, subdivisions, split-ups, combinations, dividends or recapitalizations which are covered by Sections 4(d), (e) and (f)), the applicable Conversion Price for Series A Preferred Stock in effect immediately after each such issuance shall forthwith (except as provided in this Section 4(g)) be adjusted to a price equal to the quotient obtained by dividing (X) an amount equal to the sum of (i) the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of outstanding Series A Preferred Stock) immediately prior to such issuance of Common Stock multiplied by the applicable Conversion Price for Series A Preferred Stock in effect immediately prior to such issuance and (ii) the aggregate consideration received by the Corporation upon such issuance, by (Y) the sum of (i) the total number of shares of Common Stock outstanding immediately prior to such issuance of Common Stock (including any shares of Common Stock issuable upon conversion of outstanding Series A Preferred Stock) and (ii) the number of shares of Common Stock issued in the transaction which resulted in the adjustment pursuant to this Section 4(g). Notwithstanding anything to the contrary contained herein, the Conversion Price adjustments described in this Section 4(g) shall not be applicable to the issuance by the Corporation of any Common Stock, Series A Preferred Stock or other capital stock of the Corporation in connection with the provisions of any promissory note or other instrument convertible into equity of the Corporation existing prior to the effective date of this Amended and Restated Certificate of Incorporation.

(h) Notices of Record Date. In the event that this Corporation shall propose at any time:

(i) to declare any Distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or

(iii) to voluntarily liquidate or dissolve or to enter into any transaction deemed to be a liquidation, dissolution or winding up of the corporation pursuant to Section 3(c);

then, in connection with each such event, this Corporation shall send to the holders of the Preferred Stock at least 10 days' prior written notice of the date on which a record shall be taken for such Distribution (and specifying the date on which the holders of Common Stock shall be entitled thereto and, if applicable, the amount and character of such Distribution) or for determining rights to vote in respect of the matters referred to in (ii) and (iii) above.

Such written notice shall be given by first class mail (or express courier), postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation and shall be deemed given on the date such notice is mailed.

The notice provisions set forth in this section may be shortened or waived prospectively or retrospectively by the vote or written consent of the holders of a majority of the Preferred Stock, voting together as a single class.

(i) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock into Common Stock, such number of its shares of Common Stock, as applicable, as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock into Common Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect such conversion of all then outstanding shares of the Preferred Stock into Common Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5. Voting.

(a) Restricted Class Voting. Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(b) No Series Voting. Other than as provided herein or required by law, there shall be no series voting.

(c) Preferred Stock. Each holder of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock held by such holder could be converted as of the record date. The holders of shares of the Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. Holders of Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted), shall be disregarded.

(d) Adjustment in Authorized Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority of the stock of the Corporation.

(e) Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held.

(f) Amendments and Changes. As long as any of the Preferred Stock shall be issued and outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than 50% of the outstanding shares of the Preferred Stock, alter or change the rights, preferences, privileges or powers of, or restrictions provided for the benefit of the Preferred Stock.

6. Reissuance of Preferred Stock. In the event that any shares of Preferred Stock shall be converted pursuant to Section 4 or otherwise repurchased by the Corporation, the shares so converted or repurchased shall be cancelled and shall not be issuable by this Corporation.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

No holder of any of the shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Certificate of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

ARTICLE VIII

When a compromise or arrangement is proposed between the Corporation and its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation pursuant to the provisions of Section 291 of Title 8 of the Delaware Code or on application of trustees in dissolution or of any receiver or receivers appointed for the corporation pursuant to provisions of Section 279 of Title 8 of the Delaware Code may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

ARTICLE IX

The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

ARTICLE X

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE XI

Unless otherwise set forth herein, the number of directors which constitute the Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

ARTICLE XII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE XIII

1. The personal liability of all of the directors and officers of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director or officer.

2. The Corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding, whether criminal, civil, administrative or investigative, in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

3. Neither any amendment nor repeal of this Article XIII nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article XIII, shall eliminate or reduce the effect of this Article XIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article XIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XIV

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BOUNCE ENERGY, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 2008, AT 10:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4535091 8100

081108319

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6962866

DATE: 11-12-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:01 AM 11/12/2008
FILED 10:01 AM 11/12/2008
SRV 081108319 - 4535091 FILE

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BOUNCE ENERGY, INC.

Bounce Energy, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), certifies that:

A. The name of the Corporation is Bounce Energy, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 17, 2008.

B. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation, on November 11, 2008.

/s/ Robbie Wright

Chief Executive Officer

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BOUNCE ENERGY, INC.

Bounce Energy, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), certifies that:

A. The name of the Corporation is Bounce Energy, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 17, 2008.

B. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

C. The text of the Certificate of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation, on November 11, 2008.



Chief Executive Officer

EXHIBIT A

ARTICLE I

The name of the Corporation is Bounce Energy, Inc. (the "Corporation").

ARTICLE II

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE III

Its Registered Office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904. The Registered Agent in charge thereof is National Registered Agents, Inc.

ARTICLE IV

The total number of shares of stock that the Corporation shall have authority to issue is 33,000,000, consisting of 24,000,000 shares of Common Stock, \$0.001 par value per share ("Common Stock"), and 9,000,000 shares of Preferred Stock ("Preferred Stock"), all of which shares are designated as Series A Preferred Stock, \$0.001 par value per share ("Series A Preferred Stock"), each with the rights and preferences set forth in Article V below. The Board of Directors is further authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of preferred stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issuance of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the Certificate of Incorporation or the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

The terms and provisions of the Common Stock and Preferred Stock are as follows:

1. **Definitions.** For purposes of this Article V, the following definitions shall apply:

(a) "**Conversion Price**" shall mean \$0.50 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations and as otherwise set forth elsewhere herein).

(b) "**Convertible Securities**" shall mean any evidences of indebtedness, shares or other securities convertible into or exchangeable for Common Stock.

(c) "**Distribution**" shall mean the transfer of cash or other property without consideration whether by way of dividend or otherwise, other than dividends on Common Stock payable in Common Stock, or the purchase or redemption of shares of the Corporation for cash or property other than: (i) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries upon termination of their employment or services pursuant to agreements providing for the right

of said repurchase, (ii) repurchases of Common Stock issued to or held by employees, officers, directors or consultants of the Corporation or its subsidiaries pursuant to rights of first refusal contained in agreements providing for such right, (iii) repurchase of capital stock of the Corporation in connection with the settlement of disputes with any stockholder, (iv) any other repurchase or redemption of capital stock of the Corporation approved by the holders of the Common and Preferred Stock of the Corporation.

(d) **"Dividend Rate"** shall mean an annual rate of \$0.04 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(e) **"Liquidation Preference"** shall mean \$0.50 per share for the Series A Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(f) **"Options"** shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(g) **"Purchase Price"** shall mean \$0.50 per share for the Preferred Stock (subject to adjustment from time to time for Recapitalizations as set forth elsewhere herein).

(h) **"Recapitalization"** shall mean any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event.

2. Dividends.

(a) **Preferred Stock.** In any calendar year, the holders of outstanding shares of Preferred Stock shall be entitled to receive dividends out of any assets at the time legally available therefor at the Dividend Rate specified for such shares of Preferred Stock payable in preference and priority to any declaration or payment of any Distribution on Common Stock of the Corporation in such calendar year. No Distributions shall be made with respect to the Common Stock until all accrued and unpaid dividends on the Preferred Stock have been paid to the Preferred Stock holders; provided, further, that no dividends shall be declared or paid on any shares of Common Stock unless and until a like dividend has been declared and paid, or declared and set aside, on the Preferred Stock. Payment of any dividends to the holders of the Preferred Stock shall be on a pro rata, pari passu basis in proportion to the Dividend Rates for each series of Preferred Stock. The right to receive dividends on shares of Preferred Stock shall be cumulative, shall accrue automatically each year that shares of the Preferred Stock remain issued and outstanding, and shall be payable only when, as, and if declared by the Board of Directors or as otherwise provided herein.

(b) **Non-Cash Distributions.** Whenever a Distribution provided for in this Section 2 shall be payable in property other than cash, the value of such Distribution shall be deemed to be the fair market value of such property as determined in good faith by the Board of Directors.

3. Liquidation Rights.

(a) **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any Distribution of any of the assets of the Corporation to the holders of the Common Stock by reason of their ownership of such stock, an amount per share for each share of Series A Preferred Stock held by them an amount equal to the sum of (i) the Liquidation Preference specified for such share of Series A Preferred Stock and (ii) all accrued but unpaid dividends (if any) on such share of Series A Preferred Stock. If upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation legally available for distribution to the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full amounts specified in this Section 3(a)(i), then the entire assets of the Corporation legally available for distribution shall be distributed with equal priority and pro rata among the holders of the Series A Preferred Stock in proportion to the full amounts they would otherwise be entitled to receive pursuant to this Section 3(a)(i).

(b) **Remaining Assets.** After the payment to the holders of Preferred Stock of the full preferential amounts specified above, the entire remaining assets of the Corporation legally available for distribution by the Corporation shall be distributed with equal priority and pro rata among the holders of Common Stock in proportion to the number of shares of Common Stock held by them.

(c) Reorganization. For purposes of this Section 3, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions to which the Corporation is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction continue to retain (either by such voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), as a result of shares in the Corporation held by such holders prior to such transaction, at least fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions; (b) a sale, lease or other conveyance of all or substantially all of the assets of the Corporation in any one transaction or a series of related transactions; or (c) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

(d) Valuation of Non-Cash Consideration. If any assets of the Corporation distributed to stockholders in connection with any liquidation, dissolution, or winding up of the Corporation are other than cash, then the value of such assets shall be their fair market value as determined in good faith by the Board of Directors, except that any publicly-traded securities to be distributed to stockholders in a liquidation, dissolution, or winding up of the Corporation shall be valued as follows:

(i) If the securities are then traded on a national securities exchange or the Nasdaq Stock Market (or a similar national quotation system), then the value of the securities shall be deemed to be the average of the closing prices of the securities on such exchange or system over the ten (10) trading day period ending five (5) trading days prior to the Distribution;

(ii) If the securities are actively traded over-the-counter, then the value of the securities shall be deemed to be the average of the closing bid prices of the securities over the ten (10) trading day period ending five (5) trading days prior to the Distribution.

In the event of a merger or other acquisition of the Corporation by another entity, the Distribution date shall be deemed to be the date such transaction closes.

For the purposes of this subsection 3(d), "trading day" shall mean any day which the exchange or system on which the securities to be distributed are traded is open and "closing prices" or "closing bid prices" shall be deemed to be: (i) for securities traded primarily on the New York Stock Exchange, the American Stock Exchange or Nasdaq, the last reported trade price or sale price, as the case may be, at 4:00 p.m., New York time, on that day and (ii) for securities listed or traded on other exchanges, markets and systems, the market price as of the end of the regular hours trading period that is generally accepted as such for such exchange, market or system. If, after the date hereof, the benchmark times generally accepted in the securities industry for determining the market price of a stock as of a given trading day shall change from those set forth above, the fair market value shall be determined as of such other generally accepted benchmark times.

4. Conversion. The holders of the Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Preferred Stock, into that number of fully-paid, non-assessable shares of Common Stock determined by dividing the Purchase Price for the relevant series by the Conversion Price for such series. (The number of shares of Common Stock into which each share of Preferred Stock of a series may be converted is hereinafter referred to as the "Conversion Rate" for each such series.) Upon any decrease or increase in the Conversion Price for any series of Preferred Stock, as described in this Section 4, the Conversion Rate for such series shall be appropriately increased or decreased.

(b) Automatic Conversion. Each share of Preferred Stock shall automatically be converted into fully-paid, non-assessable shares of Common Stock at the then effective Conversion Rate for such share (i) immediately prior to the closing of a firm commitment underwritten initial public offering pursuant to an effective registration statement filed under the Securities Act of 1933, as amended (the "Securities Act"), covering the offer and sale of the Corporation's Common Stock, provided that the aggregate equity value of

the Corporation at the closing of such offering exceeds \$15,000,000, or (ii) upon the receipt by the Corporation of a written request for such conversion from the holders of a majority of the Preferred Stock then outstanding, or, if later, the effective date for conversion specified in such requests (each of the events referred to in (i) and (ii) are referred to herein as an "Automatic Conversion Event").

(c) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined by the Board of Directors. For such purpose, all shares of Preferred Stock held by each holder of Preferred Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. Before any holder of Preferred Stock shall be entitled to convert the same into full shares of Common Stock, and to receive certificates therefor, he shall either (A) surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Preferred Stock or (B) notify the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates, and shall give written notice to the Corporation at such office that he elects to convert the same; provided, however, that on the date of an Automatic Conversion Event, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided further, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such Automatic Conversion Event unless either the certificates evidencing such shares of Preferred Stock are delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. On the date of the occurrence of an Automatic Conversion Event, each holder of record of shares of Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Preferred Stock shall not have been surrendered at the office of the Corporation, that notice from the Corporation shall not have been received by any holder of record of shares of Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder.

The Corporation shall, as soon as practicable after such delivery, or after such agreement and indemnification, issue and deliver at such office to such holder of Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock, plus any accrued and unpaid dividends on the converted Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date; provided, however, that if the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act or a merger, sale, financing, or liquidation of the Corporation or other event, the conversion may, at the option of any holder tendering Preferred Stock for conversion, be conditioned upon the closing of such transaction or upon the occurrence of such event, in which case the person(s) entitled to receive the Common Stock issuable upon such conversion of the Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such transaction or the occurrence of such event.

(d) Adjustments for Subdivisions or Combinations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided (by stock split, by payment of a stock dividend or otherwise), into a greater number of shares of Common Stock, the Conversion Price of each series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Common Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Common Stock, the Conversion Prices in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(e) Adjustments for Subdivisions or Combinations of Preferred Stock. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be subdivided (by stock split, by

payment of a stock dividend or otherwise), into a greater number of shares of Preferred Stock, the Dividend Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such subdivision shall, concurrently with the effectiveness of such subdivision, be proportionately decreased. In the event the outstanding shares of Preferred Stock or a series of Preferred Stock shall be combined (by reclassification or otherwise) into a lesser number of shares of Preferred Stock, the Dividend Rate, Deemed Price and Liquidation Preference of the affected series of Preferred Stock in effect immediately prior to such combination shall, concurrently with the effectiveness of such combination, be proportionately increased.

(f) Adjustments for Reclassification, Exchange and Substitution. Subject to Section 3 above ("Liquidation Rights"), if the Common Stock issuable upon conversion of the Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for above), then, in any such event, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive each holder of such Preferred Stock shall have the right thereafter to convert such shares of Preferred Stock into a number of shares of such other class or classes of stock which a holder of the number of shares of Common Stock deliverable upon conversion of such series of Preferred Stock immediately before that change would have been entitled to receive in such reorganization or reclassification, all subject to further adjustment as provided herein with respect to such other shares.

(g) Conversion Price Adjustments. If the Corporation shall issue any Common Stock for a consideration per share less than the applicable Conversion Price for Series A Preferred Stock in effect immediately prior to the issuance of such Common Stock (excluding stock dividends, subdivisions, split-ups, combinations, dividends or recapitalizations which are covered by Sections 4(d), (e) and (f)), the applicable Conversion Price for Series A Preferred Stock in effect immediately after each such issuance shall forthwith (except as provided in this Section 4(g)) be adjusted to a price equal to the quotient obtained by dividing (X) an amount equal to the sum of (i) the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of outstanding Series A Preferred Stock) immediately prior to such issuance of Common Stock multiplied by the applicable Conversion Price for Series A Preferred Stock in effect immediately prior to such issuance and (ii) the aggregate consideration received by the Corporation upon such issuance, by (Y) the sum of (i) the total number of shares of Common Stock outstanding immediately prior to such issuance of Common Stock (including any shares of Common Stock issuable upon conversion of outstanding Series A Preferred Stock) and (ii) the number of shares of Common Stock issued in the transaction which resulted in the adjustment pursuant to this Section 4(g). Notwithstanding anything to the contrary contained herein, the Conversion Price adjustments described in this Section 4(g) shall not be applicable to the issuance by the Corporation of any Common Stock, Series A Preferred Stock or other capital stock of the Corporation in connection with the provisions of any promissory note or other instrument convertible into equity of the Corporation existing prior to the effective date of this Amended and Restated Certificate of Incorporation.

(h) Notices of Record Date. In the event that this Corporation shall propose at any time:

(i) to declare any Distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or

(iii) to voluntarily liquidate or dissolve or to enter into any transaction deemed to be a liquidation, dissolution or winding up of the corporation pursuant to Section 3(c);

then, in connection with each such event, this Corporation shall send to the holders of the Preferred Stock at least 10 days' prior written notice of the date on which a record shall be taken for such Distribution (and specifying the date on which the holders of Common Stock shall be entitled thereto and, if applicable, the amount and character of such Distribution) or for determining rights to vote in respect of the matters referred to in (ii) and (iii) above.

Such written notice shall be given by first class mail (or express courier), postage prepaid, addressed to the holders of Preferred Stock at the address for each such holder as shown on the books of the Corporation and shall be deemed given on the date such notice is mailed.

The notice provisions set forth in this section may be shortened or waived prospectively or retrospectively by the vote or written consent of the holders of a majority of the Preferred Stock, voting together as a single class.

(i) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Preferred Stock into Common Stock, such number of its shares of Common Stock, as applicable, as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock into Common Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect such conversion of all then outstanding shares of the Preferred Stock into Common Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

5. Voting.

(a) Restricted Class Voting. Except as otherwise expressly provided herein or as required by law, the holders of Preferred Stock and the holders of Common Stock shall vote together and not as separate classes.

(b) No Series Voting. Other than as provided herein or required by law, there shall be no series voting.

(c) Preferred Stock. Each holder of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock held by such holder could be converted as of the record date. The holders of shares of the Preferred Stock shall be entitled to vote on all matters on which the Common Stock shall be entitled to vote. Holders of Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Preferred Stock held by each holder could be converted), shall be disregarded.

(d) Adjustment in Authorized Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by an affirmative vote of the holders of a majority of the stock of the Corporation.

(e) Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held.

(f) Amendments and Changes. As long as any of the Preferred Stock shall be issued and outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent as provided by law) of the holders of more than 50% of the outstanding shares of the Preferred Stock, alter or change the rights, preferences, privileges or powers of, or restrictions provided for the benefit of the Preferred Stock.

6. Reissuance of Preferred Stock. In the event that any shares of Preferred Stock shall be converted pursuant to Section 4 or otherwise repurchased by the Corporation, the shares so converted or repurchased shall be cancelled and shall not be issuable by this Corporation.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

No holder of any of the shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Certificate of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

ARTICLE VIII

When a compromise or arrangement is proposed between the Corporation and its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation pursuant to the provisions of Section 291 of Title 8 of the Delaware Code or on application of trustees in dissolution or of any receiver or receivers appointed for the corporation pursuant to provisions of Section 279 of Title 8 of the Delaware Code may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

ARTICLE IX

The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

ARTICLE X

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE XI

Unless otherwise set forth herein, the number of directors which constitute the Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.

ARTICLE XII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE XIII

1. The personal liability of all of the directors and officers of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director or officer.

2. The Corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless the directors, officers and any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him/her in connection with any action, suit or other proceeding, whether criminal, civil, administrative or investigative, in which he/she may be involved or with which he/she may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

3. Neither any amendment nor repeal of this Article XIII nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article XIII, shall eliminate or reduce the effect of this Article XIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article XIII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XIV

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BOUNCE ENERGY, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 2008, AT 9:51 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



4535091 8100

080758795

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6710409

DATE: 07-07-08

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
BOUNCE ENERGY, INC.**

Bounce Energy, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify that:

FIRST: This Certificate of Amendment amends the provisions of the Corporation's Certificate of Incorporation filed on April 17, 2008 (the "Certificate").

SECOND: The terms and provisions of this Certificate of Amendment have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and shall become effective upon filing with the State of Delaware.

THIRD: The Certificate is hereby amended by deleting the text of Article IV in its entirety and replacing it with the following:

"Without regard to any other provision of this Certificate of Incorporation, each one (1) share of Common Stock (as defined below) issued and outstanding immediately prior to the time (the "Effective Time") that this amendment becomes effective ("Old Common Stock") shall be and is hereby automatically reclassified and changed (without any further act) into twelve and six tenths (12.6) fully-paid and nonassessable shares of Common Stock ("New Common Stock"), without increasing or decreasing the amount of stated capital or paid-in surplus of the Corporation.

Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified; provided, however, that each person of record holding a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of shares of New Common Stock, respectively, into which the shares of Old Common Stock represented by such certificate shall have been reclassified.

The total number of shares of stock that the Corporation shall have authority to issue is 15,000,000 shares of Common Stock, \$0.001 par value per share."

IN WITNESS WHEREOF, Bounce Energy, Inc. has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by the Chief Executive Officer this 7th day of July 2008.

By: /s/ Robbie K. Wright
Robbie K. Wright, Chief Executive Officer

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BOUNCE ENERGY, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF APRIL, A.D. 2008, AT 9:14 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4535091 8100

080441939



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6529842

DATE: 04-17-08

CERTIFICATE OF INCORPORATION

OF

BOUNCE ENERGY, INC.

The undersigned, for the purposes of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that:

FIRST: The name of this corporation is **Bounce Energy, Inc.**

SECOND: Its Registered Office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904. The Registered Agent in charge thereof is National Registered Agents, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of the total authorized capital stock of the corporation is 5,000,000 shares, all of which are of a par value of \$0.001 each and classified as Common stock.

FIFTH: No holder of any of the shares of the corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Certificate of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

SIXTH: The name and mailing address of the incorporator are as follows:

Susan Mosteller
222 N. LaSalle Street, Suite 800
Chicago, IL 60601

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: When a compromise or arrangement is proposed between the corporation and its creditors or any class of them or between the corporation and its shareholders or any class

of them, a court of equity jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation pursuant to the provisions of Section 291 of Title 8 of the Delaware Code or on application of trustees in dissolution or of any receiver or receivers appointed for the corporation pursuant to provisions of Section 279 of Title 8 of the Delaware Code may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

NINTH: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended.

TENTH: The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

Dated on this 16th day of April, 2008.

/s/ SUSAN MOSTELLER
Susan Mosteller, Incorporator

Attachment B

Bounce Energy, Inc. - Corporate Officers



- Base Company
- Details
- Appointments
- Appointment History

Current Appointments

Show: Group by: Order by: For grouping:

▼ Board Positions

Name	Position ▲	Appointed
✓ Stewart, Bruce	Director	01/01/2019

▼ Officers

Name	Position	Appointed
✓ Stewart, Bruce	President	01/01/2019
✓ Phillips, Stacy	Assistant Treasurer	01/31/2020
✓ Mason, Dana	Treasurer	11/30/2017
✓ Berard, Paolo	Secretary	09/15/2016

Bruce Stewart

3. Affiant's occupation or profession: President, North America Home

4. Affiant's business address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

Business telephone: 281-841-1304 Business Email: Bruce.stewart@directenergy.com

5. Education and training:

<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
College of the Holy Cross	Worcester/MA	08/82 - 05/86	B.A.

<u>Graduate Studies</u>	<u>College/University</u>	<u>City/State</u>	<u>Dates Attended (MM/YY)</u>	<u>Degree Obtained</u>
Law	Case Western Reserve Univ.	Cleveland/OH	08/87 - 05/90	J.D.

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years. Additional information may be required during the third-party verification process for international employers.

Beginning/Ending Dates (MM/YY): 11/18 - Current Employer's Name: Direct Energy
Address: 12 Greenway Plaza, Ste. 250 City: Houston State/Province: Texas
Country: USA Postal Code: 77046 Phone: 713-877-3500 Offices/Positions Held: Formal executive transition process / current President - NA Home
Type of Business: Energy / Services Provider Supervisor/Contact: Human Resources Dept.

Beginning/Ending Dates (MM/YY): 08/18 - 10/18 Employer's Name: Worked on several personal advisory projects during the months of September and October.
Address: N/A City: N/A State/Province: N/A
Country: N/A Postal Code: N/A Phone: N/A Offices/Positions Held: N/A
Type of Business: N/A Supervisor/Contact: N/A

Beginning/Ending Dates (MM/YY): 08/16 - 08/18 Employer's Name: Current powered by GE
Address: 745 Atlantic Avenue City: Boston State/Province: Massachusetts
Country: USA Postal Code: 02111 Phone: 800-800-4857 Offices/Positions Held: Chief Marketing Officer
Type of Business: Energy - Efficiency Solutions Supervisor/Contact: Human Resources Dept.

Beginning/Ending Dates (MM/YY): 08/10 - 08/16 Employer's Name: Constellation Energy
Address: 750 E Pratt St. City: Baltimore State/Province: Maryland
Country: USA Postal Code: 21202 Phone: 410-234-5000 Offices/Positions Held: Chief Marketing Officer & SVP
Type of Business: Energy Supervisor/Contact: Human Resources Dept.

CONTINUED

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years. Additional information may be required during the third-party verification process for international employers.

Beginning/Ending
Dates (MM/YY): 10/08 - 08/10 Employer's Name: KGB
Address: 655 Madison Avenue, 21st floor City: New York City State/Province: New York
Country: USA Postal Code: 10065 Phone: 212-909-8282 Offices/Positions Held: CEO - Mobile & Digital
Type of Business: Telecommunications Supervisor/Contact: Human Resources Dept.

Beginning/Ending
Dates (MM/YY): 09/05 - 10/08 Employer's Name: Yahoo! Inc.
Address: 701 First Avenue City: Sunnyvale State/Province: California
Country: USA Postal Code: 94089 Phone: _____ Offices/Positions Held: Vice President & General Manager
Type of Business: Web/Digital Supervisor/Contact: Human Resources Dept.

Beginning/Ending
Dates (MM/YY): 07/05 - 09/05 Employer's Name: Work gap - unemployed
Address: N/A City: N/A State/Province: N/A
Country: N/A Postal Code: N/A Phone: N/A Offices/Positions Held: N/A
Type of Business: N/A Supervisor/Contact: N/A

Beginning/Ending
Dates (MM/YY): 04/02 - 07/05 Employer's Name: America Online, Inc.
Address: 22000 AOL Way City: Dulles State/Province: Virginia
Country: USA Postal Code: 20166 Phone: _____ Offices/Positions Held: Vice President/Senior Vice President
Type of Business: Web/Digital Supervisor/Contact: Human Resources Dept.

CONTINUED

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years. Additional information may be required during the third-party verification process for international employers.

Beginning/Ending
Dates (MM/YY): 09/01 - 04/02 Employer's Name: Pursued an entrepreneurial startup opportunity prior to joining AOL
Address: N/A City: N/A State/Province: N/A
Country: N/A Postal Code: N/A Phone: N/A Offices/Positions Held: N/A
Type of Business: N/A Supervisor/Contact: N/A

Beginning/Ending
Dates (MM/YY): 01/00 - 09/01 Employer's Name: Globalcenter Inc./Exodus Communications, Inc.
Address: 28131 Missions College Boulevard City: Santa Clara State/Province: California
Country: USA Postal Code: 95054 Phone: _____ Offices/Positions Held: Executive Vice President
Type of Business: Web/Digital Supervisor/Contact: Human Resources Dept.

Beginning/Ending
Dates (MM/YY): 1993 - 12/99 Employer's Name: Intermedia Partners
Address: 235 Montgomery Street City: Dulles State/Province: Virginia
Country: USA Postal Code: 20166 Phone: _____ Offices/Positions Held: Vice President/Senior Vice President
Type of Business: Web/Digital Supervisor/Contact: Human Resources Dept.

Beginning/Ending
Dates (MM/YY): _____ - _____ Employer's Name: _____
Address: _____ City: _____ State/Province: _____
Country: _____ Postal Code: _____ Phone: _____ Offices/Positions Held: _____
Type of Business: _____ Supervisor/Contact: _____

DANA MASON

dana.mason@directenergy.com | (713) 877-3500 | 12 Greenway Plaza, Suite 250, Houston, TX 77046

EXECUTIVE SUMMARY

An energetic leader recognized for the ability to collaborate and influence successfully. Robust commercial acumen obtained from diverse experiences across finance, business, and operations leadership roles in the manufacturing, services, and energy industries. Track record of creating value in the business by utilizing negotiation, project management, and problem-solving skills.

PROFESSIONAL EXPERIENCE

Direct Energy (Houston, Texas, 2010 – Present)

VP Finance – Business Partner; North America Home (NAH) (September 2017-Present)

- Provide financial and commercial support to NA Home by leading performance management, planning and forecasting, and decision support across NAH.
- Lead a high performing NAH Finance Partnering team delivering key insights to guide tactical decisions and long-term strategy, enabling multi-year profitability growth.
- Support NAH President with business strategy, assessment and analysis of risk and controls within compliance standards and delegation of authority.
- Effective NA Finance Leader with proven focus on development, motivation and engagement across the NA Finance Organization.

Head of North America FP&A; Finance Operations (October 2016-August 2017)

- Exceeded FP&A transformation targets while improving team performance and talent level.
- Collaborated globally to set strategic roadmap for global FP&A.
- Delivered enhanced management reporting and improved cash flow forecasting and insight.
- Led all consolidated North America FP&A activities, coordinate efficient delivery of planning and reporting with finance partners; manage and develop a team of 22.

Head of Corporate FP&A; Corporate Finance (June 2015-September 2016)

- Recognized by executive leadership for ability to collaborate effectively across the organization while maintaining a positive attitude and displaying poise under pressure.
- Managed North America Finance transformation program during organizational design and implementation; successfully challenged peers within finance leadership team to deliver.
- Served as primary liaison with Centrica on all financial activities, including partnering with Investor Relations to deliver the North America story for the street.
- Led Corporate FP&A for North America, finance partner for CEO and CFO, served as chief of staff for CFO; led and developed a team of 8.

Director FP&A & Decision Support; Operations & Functions (January 2014-May 2015)

- Led the successful financial implementation of a new operating model; required a high degree of coordination across function and business teams.
- Partnered with the business and transformation teams to deliver strong reporting and analysis on the Global Strategic review program.
- Upskilled talent within the team; recognized by executive leadership for strong team delivery and business partnership.
- Provided finance partnering and FP&A activities for Operations and Functions, delivered key insight via new analytical tools and business case analysis; led and developed a team of 11.

Senior Manager FP&A & Decision Support; Direct Energy Residential (April 2013-December 2013)

- Partnered with commercial and M&A to secure approval for a \$55m strategic acquisition; challenged assumptions to deliver a robust business case with valuable scenario analysis.
- Provided key financial insight for a complex \$100m IT investment case; led executive presentation of business case in a clear and concise fashion which led to approval.
- Enhanced customer life time value modeling and awareness throughout the commercial organization which enabled key portfolio and product mix decisions.
- FP&A lead for gross margin, cash flow, decision support and business performance management activities for a \$4 billion Residential energy business; managed a team of 8.

Pentair (Conroe, Texas, 2010 – 2013) - Pentair is a global water, fluid, thermal management, and equipment protection partner with industry leading products, services, and solutions.

Materials & Sourcing Manager; Energy Operations & Supply (May 2011-March 2013)

- Senior leader responsible for materials sourcing and flow, delivered record plant on time delivery, gross margin, and inventory turns in 2012; managed twelve team members.
- Partnered with supply base to negotiate strategic sourcing savings of \$250K (2% of spend).
- Implemented a JIT pull system to improve material flow enabling over \$670K of savings.

Senior Financial Analyst; Energy Finance & Accounting Leader (August 2010-April 2011)

- Project manager for a purchasing process consolidation project which led to improved controls and visibility to expenses – recognized by CFO for performance.
- Partnered with the Energy Sales VP to develop an innovative growth based incentive plan.
- Provided insight to deliver over \$3M in budget reductions (10% of expenses) for Energy.

FedEx Express (Memphis, Tennessee, 2006 – 2010) - FedEx Express is the world's largest cargo airline specializing in time sensitive delivery services to over 375 countries.

Manager; Business Planning & Analysis (July 2008-August 2010) / Sr. Financial Analyst (November 2007- June 2008) / Financial Analyst (January 2006-October 2007)

- Received the prestigious 5-Star award for leadership of a cross functional time sensitive project that enabled \$96 million of expense savings.
- Deployed JIT inventory methodologies to reduce working capital, generated \$55 million of capital expenditure reductions achieved as a result.
- Led scenario analysis which facilitated the successful termination of a \$1.5 billion contract - utilized creativity to determine an agreeable win-win solution for both parties.
- Manager for an organization responsible for commercial and financial support for over \$600 million of annual aircraft fleet spending; People manager for 7 Senior Professionals.

Mueller Industries (Memphis, Tennessee, 2003 – 2005) - Mueller Industries is a leader in plumbing, HVAC, refrigeration, and industrial markets.

Sr. Financial Analyst (April 2005-December 2005) / Financial Analyst (June 2003-March 2005)

EDUCATION, CERTIFICATION, & INTERESTS

Masters of Business Administration w/Accounting Focus (May 2009)

- **University of Memphis**, Memphis, Tennessee (GPA: 3.9, GMAT: 700)

Bachelor of Arts, Business Administration w/Finance Focus (May 2003)

➤ **Millsaps College**, Jackson, Mississippi (GPA: 3.7)

Certified Management Accountant (CMA)

Serve as a Deacon and Bible Study Director at Second Baptist Church

Advocate and fundraiser for Autism research and awareness

Attachment C

Bounce Energy, Inc. – Affiliate Company Licenses

Jurisdictions of Operation – Bounce Energy, Inc.

Direct Energy affiliates other than a regulated electricity or natural gas utility currently serving retail customers or engaged in the retail sale of electricity, or electricity supply services, or natural gas:

Name: **Bounce Energy, Inc.**
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance: License #A-2020-3020380 (Power Broker/Marketer)/Pennsylvania

Name: **Direct Energy Services, LLC**
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance:

Docket # 06-03-06RE02 (Power)/Connecticut;
Registration # 01-04 (Gas)/Connecticut;
Case No. EA-05-3-5/Order No. 13816 (Power)/D.C.;
Certificate No. 6790 (Power)/Delaware;
Docket # 05-0722 (Power)/Illinois;
Docket # 05-0086 (Gas)/Illinois;
License # CS-047 (Power)/Massachusetts;
License # GS-028 (Gas)/Massachusetts;
License # IR-719 (Power)/Maryland;
License # IR-791 (Gas)/Maryland;
Case No. U-14537 (Gas)/Michigan;
License # ESL-0078 (Power)/New Jersey;
License # GSL-0088 (Gas)/New Jersey;
Letter Order 2019 (Power & Gas)/ New York;
License # DM 15-513 (Power)/ New Hampshire;
Certificate # 02-024G(9) (Gas)/Ohio;
Certificate # 00-19E(10) (Power)/Ohio;
License # A-110164 (Power)/Pennsylvania;
License # A-125135 (Gas)/Pennsylvania;
Docket # D-96-6(U2) (Power)/Rhode Island;
Docket # 2379(T1) (Gas)/Rhode Island

States Not Currently Serving Customers

Case No. U-14724 (Power)/Michigan;
License # E-36 (Power)/Virginia
Docket # 2005-479 (Power)/Maine

Name: **Gateway Energy Services Corporation**
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance: Case No. GA 03-4 (Gas)/D.C.;
License # A-2009-2137275 (Power)/Pennsylvania;
License # A-2009-2138725 (Gas)/Pennsylvania;
License # IR-334 (Gas)/Maryland;
License # IR-340 (Power)/Maryland;
License # GSL-0146 (Gas)/New Jersey;
License # ESL-0166(Power)/ New Jersey

Name:

Direct Energy Business Marketing, LLC

Business Address:

194 Wood Avenue South Suite 200, New Jersey, NJ 08830

License #/State of Issuance:

License # 0031 (Gas)/California;
Registration # 13-03 (Gas)/Connecticut;
Docket # GA-2013-03-1 (Gas)/D.C.;
License # IR-3108 (Gas)/Maryland;
License # GS-051 (Gas)/Massachusetts;
DM 13-121 (Gas)/New Hampshire;
License # GSL0128 (Gas)/New Jersey;
Letter Order 2019 (Power & Gas)/New York;
Certificate # 13-303G(4) (Gas)/Ohio;
License A-2013-2365792 (Gas)/Pennsylvania;
Docket # 2379(Y2) (Gas)/Rhode Island;
License G-7 (Gas)/Virginia

States Not Currently Serving Customers:

Docket # 13-08-02 (Power)/Connecticut;
Docket # EA-2013-12 (Power)/D.C.;
Certificate No. 8425 (Power)/Delaware;
Docket # 2013-00404 (Power)/Maine;
License # IR-3123 (Power)/Maryland;
DM 13-260 (Power)/New Hampshire;
License # ESL0142 (Power)/New Jersey;
License A-2013-2368464 (Power)/Pennsylvania;
Docket # D-96-6(J6) (Power)/Rhode Island

Name:

Direct Energy Business, LLC

Business Address:

1001 Liberty Avenue Suite 1200, Pittsburgh, PA 15222

License #/State of Issuance:

License # 1351 (Power)/California;
Docket # 00-05-14RE01 (Power)/Connecticut;
Certificate # 5267 (Power)/Delaware;
License # EA-04-4-4 (Power)/D.C.;
Docket No. 04-0811 (Power)/Illinois;
Docket No. 2011-201 (Power)/Maine;
License # IR-437 (Power)/Maryland;
License # CS-021 (Power)/Massachusetts;
License # GS-052 (Gas)/Massachusetts;
Docket # U-13609 (Power)/Michigan;
License # ESL-0165 (Power)/New Jersey;
License # DM 15-373 (Power)/New Hampshire;
Letter Order 2019 (Power & Gas) /New York
Certificate # 00-005(10) (Power)/Ohio;
License # A-110025 (Power)/Pennsylvania;
Docket # D-96-6(Z) (Power)/Rhode Island;
Certificate # 10011 (Power)/Texas
License # E-38 (Power)/Virginia

State Not Currently Serving Customers

License # IR-2697 (Gas)/Maryland
License #0013 (Gas)/California;
Registration # 12-03 (Gas)/Connecticut;
License # GSL-0145 (Gas)/New Jersey;
License # A-125072 (Gas)/Pennsylvania;
Docket # 2379(A3) (Gas)/Rhode Island

Name: **Direct Energy, LP**
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance: Rep# 10040 (Power)/Texas

Name: **CPL Retail Energy, LP**
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance: Rep# 10023 (Power)/Texas

Name: **WTU Retail Energy, LP**
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance: Rep# 10022 (Power)/Texas

Name: **First Choice Power, LLC**
Business Address: 12 Greenway Plaza, Suite 250, Houston, TX 77046

License #/State of Issuance: Rep# 10008 (Power)/Texas

CONFIDENTIAL

Attachment D

Bounce Energy, Inc. – Actions Against Licenses

Attachment E

Bounce Energy, Inc. –

NGDC Bonding Letters



375 North Shore Drive
Pittsburgh, Pennsylvania 15212

www.peoples-gas.com

Carol Scanlon

Manager, Rates & Regulation

Peoples Service Company LLC

Phone: 412-208-6931

Email: Carol.Scanlon@peoples-gas.com

November 25, 2020

Bruce Stewart

President

Bounce Energy, Inc.

12 Greenway Plaza, Suite 250

Houston, TX 77046

Dear Mr. Stewart:

We are pleased that Bounce Energy, Inc. has applied for a license to provide natural gas services on the Peoples Group of Companies. Specifically you have requested to be licensed as a supplier on the distribution systems of Peoples Natural Gas Company LLC, and Peoples Gas Company LLC (formerly Peoples TWP) ("the Companies").

Since Bounce Energy, Inc. is not currently serving customers on the Peoples systems, we have determined at this time that Bounce Energy, Inc. does not need a bond or other financial security requirement to provide these services to the Company's customers.

If a Pool is established, and customers are enrolled which alters the creditworthiness requirement or the Company's exposure to Bounce Energy, Inc. provision of services on the Peoples' system changes in the future, the Companies may deem it appropriate to require a bond or other financial instrument.

If you have any questions feel free to contact me at 412-208-6931 or by email at Carol.Scanlon@peoples-gas.com.

Sincerely,

Carol Scanlon

Manager, Rates and Regulation

Peoples Natural Gas Company LLC

Cc: Stephen Kelly
Mina Speicher



UGI Utilities, Inc.
1 UGI Drive
Denver, PA 17517

610-796-3400

VIA E-MAIL

December 14, 2020

Bounce Energy, Inc.
12 Greenway Plaza
Suite 250
Houston, TX 77046

ATTENTION: Andy Beauchamp, Licensing & Reporting Analyst

**RE: Bounce Energy, Inc.
Application to Serve as a Natural Gas Broker**

Dear Mr. Beauchamp,

Based on your assertion that Bounce Energy, Inc. ("Bounce Energy") is applying with the State of Pennsylvania to operate as a natural gas broker/marketer, UGI Utilities, Inc.-Gas Division ("UGIU") has concluded that Bounce Energy will not need to post security with UGIU. This is based on the declaration that Bounce Energy will be acting in conjunction with a licensed natural gas supplier who has been approved by the Pennsylvania Public Utility Commission to serve in the applicable UGIU service territories and who has posted the required financial security as specified in the UGIU Tariff. If Bounce Energy wishes to directly serve Choice customers in the service territories of UGIU in the future as a natural gas supplier, it will have to post security as specified in the UGIU Tariff prior to the commencement of the service.

Please feel free to contact me with any additional questions you may have.

Sincerely,

A handwritten signature in blue ink that reads 'Sherry Epler'.

Sherry Epler
Senior Manager
Tariff & Supplier Administration

SE/rks



December 15, 2020

Andy Beauchamp
Bounce Energy, Inc.
12 Greenway Plaza Suite 250
Houston, TX 77046

Dear Andy Beauchamp:

We are pleased that Bounce Energy, Inc. has applied for a license to provide Natural Gas Broker/Marketer Services on the distribution system of Columbia Gas of Pennsylvania, Inc. ("Columbia Gas").

Under Paragraph 2.4.5 of the Rules Applicable to Distribution Service section of the Tariff of Columbia Gas, Bounce Energy, Inc. could be required to provide to Columbia Gas a bond or other financial security instrument in an amount that Columbia Gas determines to be appropriate. Bounce Energy, Inc. has indicated only brokering and consulting services will be provided. Therefore, we have determined at this time that Bounce Energy, Inc. does not need a bond or other financial security requirement to provide broker natural gas services to Columbia Gas customers.

If the creditworthiness requirement or Columbia Gas' exposure to Bounce Energy, Inc. changes in the future, Columbia Gas might deem it appropriate to require Bounce Energy, Inc. to provide a bond or other financial security instrument.

Please feel free to contact me at 614-460-4980 should you have any questions regarding a bond or other financial security instrument requirements of Columbia Gas.

Sincerely,

Kylia Davis

Kylia Davis
Manager of Choice and Transportation Support Services

CONFIDENTIAL

Attachment F

Bounce Energy, Inc. –

Financial Documents

CONFIDENTIAL

Attachment G

Bounce Energy, Inc. –
Tax Certification Statement

Attachment H

Bounce Energy, Inc. – Technical Fitness

Bounce Energy, Inc. is part of the Direct Energy family, Bounce Energy Inc. is wholly owned by its parent company Direct Energy Marketing, Inc., which in turn is wholly owned by Centrica plc. Direct Energy is one of North America's largest energy and energy-related services providers with nearly 4 million residential and commercial customer relationships. Direct Energy provides customers with choice and support in managing their energy costs through a portfolio of innovative products and services. A subsidiary of Centrica plc (LSE: CNA), one of the world's leading integrated energy companies, Direct Energy operates in 46 states including the District of Columbia and 10 provinces in Canada.

Attachment I

Bounce Energy, Inc. –

Notarized Application and Operations Affidavit

APPLICATION AFFIDAVIT

Commonwealth of Pennsylvania:

: ss.

County of Allegheny :

Bruce Stewart, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He is the President of Bounce Energy, Inc.;

That he is authorized to and does make this affidavit for said Applicant;

That the Applicant herein Bounce Energy Inc. has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. § 2208(c)(1).

That the Applicant herein Bounce Energy, Inc. has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein Bounce Energy Inc. acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein Bounce Energy Inc. acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

That the facts above set forth are true and correct to the best of his knowledge, information, and belief, and that he expects said Applicant to be able to prove the same at hearing.

Bruce Stewart 

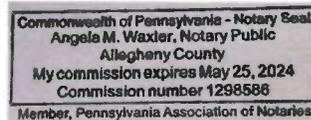
Signature of Affiant

Sworn and subscribed before me this 25th day of November, 2020.
This notarial act was performed by means of communication technology.

Angela M. Waxler 

Signature of official administering oath

My commission expires May 25, 2024



Online Notary Public. This notarial act involved the use of online audio/video communication technology.

OPERATIONS AFFIDAVIT

Commonwealth of Pennsylvania

:

:

SS.

County of Allegheny

:

Bruce Stewart, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He is the President of Bounce Energy, Inc.;

That he is authorized to and does make this affidavit for said Applicant;

That Bounce Energy, Inc. the Applicant herein, acknowledges that Bounce Energy, Inc. may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

That Bounce Energy, Inc. the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render natural gas supply service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That Bounce Energy, Inc., the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional natural gas sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. § 506 (relating to the inspection of facilities and records).

Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

That Bounce Energy, Inc., the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. § 506 and the standards and billing practices of 52 PA. Code Chapter 56.

That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the law.

That the facts above set forth are true and correct/true and correct to the best of his knowledge, information, and belief.

Bruce Stewart 

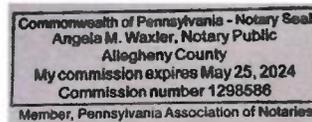
Signature of Affiant

Sworn and subscribed before me this 25th day of November, 2020.
This notarial act was performed by means of communication technology.

Angela M. Waxler 

Signature of official administering oath

My commission expires May 25, 2024.



Online Notary Public. This notarial act involved the use of online audio/video communication technology.

Attachment J
Bounce Energy, Inc. –
Newspaper Publications

The Scranton Times (Under act P.L. 877 No 160. July 9,1976)
Commonwealth of Pennsylvania, County of Lackawanna

ECKERT SEAMANS CHERIN & MELLOTT
JONATHAN W. COX, ESQUIRE
8TH FL 213 MARKET ST
HARRISBURG PA 17101

Account # 69991
Order # 82494113
Ad Price: 237.50

LEGAL NOTICE PENNSYLVANIA

Sharon Venturi

Being duly sworn according to law deposes and says that (s)he is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the said newspaper on the following dates:

11/18/2020

Affiant further deposes and says that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as time, place and character or publication are true Sharon Venturi

Sworn and subscribed to before me
this 18th day of November A.D., 2020

[Signature]

(Notary Public)

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Kathleen Weaver, Notary Public
City of Scranton, Lackawanna County
My Commission Expires June 14, 2021

LEGAL NOTICE

PENNSYLVANIA PUBLIC
UTILITY COMMISSION NOTICE

Application of **Bounce Energy, Inc.**

Inc. For Approval To Offer, Render, or Furnish Natural Gas Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

Bounce Energy, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license as a broker/marketer engaged in the business of providing natural gas services. **Bounce Energy, Inc.** proposes to sell natural gas related services throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Bounce Energy, Inc.** may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to **Bounce Energy, Inc.'s** attorney at the address listed below.

By and through Counsel:
Sarah C. Stoner, Esquire
Eckert Seamans Cherin
& Mellott, LLC
213 Market Street, 8th Floor
Harrisburg, PA 17101
(717) 237-6000 (phone)
(717) 237-6019 (fax)



AD#: 0009795578

Commonwealth of Pennsylvania,) ss
County of Cumberland)

Sheryl Leggore being duly sworn, deposes that he/she is principal clerk of PA Media Group; that The Patriot News is a public newspaper published in the city of Mechanicsburg, with general circulation in Cumberland and Dauphin and surrounding counties, and this notice is an accurate and true copy of this notice as printed in said newspaper, was printed and published in the regular edition and issue of said newspaper on the following date(s):

The Patriot News 11/19/2020


Principal Clerk of the Publisher

Commonwealth of Pennsylvania - Notary Seal
Crystal B. Rosensteel, Notary Public
Dauphin County
My commission expires June 27, 2024
Commission number 1299212
Member, Pennsylvania Association of Notaries

Sworn to and subscribed before me this 23th day of November 2020


Notary Public

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

**Application of Bounce Energy, Inc.
For Approval To Offer, Render, or
Furnish Natural Gas Services As A
Marketer/Broker Engaged In The
Business Of Supplying Natural Gas
Supply Services, To The Public In The
Commonwealth Of Pennsylvania.**

**Bounce Energy, Inc. will be filing an
application with the Pennsylvania
Public Utility Commission
("PUC") for a license as a
broker/marketer engaged in the
business of providing natural gas
services. Bounce Energy, Inc. proposes
to sell natural gas related services
throughout all of Pennsylvania under
the provisions of the new Natural Gas
Choice and Competition Act.**

**The PUC may consider this
application without a hearing. Protests
directed to the technical or financial
fitness of Bounce Energy, Inc. may be
filed within 15 days of the date of this
notice with the Secretary of the PUC,
400 North Street, Harrisburg, PA 17120.
You should send copies of any protest to
Bounce Energy, Inc.'s attorney at the
address listed below.**

**By and through Counsel:
Sarah C. Stoner, Esquire
Eckert Seamans Cherin & Mellott,
LLC
213 Market Street, 8th Floor
Harrisburg, PA 17101
(717)237-6000 (phone)
(717)237-6019 (fax)**

PROOF OF PUBLICATION
In
THE ERIE TIMES-NEWS
COMBINATION EDITION

ECKERT SEAMANS CHERIN & MELLOTT
213 MARKET ST
8th FLOOR
HARRISBURG PA 17101

REFERENCE: 110921 418787
PUC Notice

STATE OF PENNSYLVANIA)
COUNTY OF ERIE) SS:

Lorri Stefanelli, being duly sworn, deposes and says that: (1) he/she is a designated agent of the Times Publishing Company (TPC) to execute Proofs of Publication on behalf of the TPC; (2) the TPC, whose principal place of business is at 205 W. 12th Street, Erie, Pennsylvania, owns and publishes the Erie Times-News, established October 2, 2000, a daily newspaper of general circulation, and published at Erie, Erie County Pennsylvania; (3) the subject notice or advertisement, was published in the regular edition(s) of said newspaper on the date(s) referred to below. Affiant further deposes that he/she is duly authorized by the TPC, owner and publisher of the Erie Times-News, to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

PUBLISHED ON: 11/19/20

TOTAL COST: \$543.00 AD SPACE: 0 Lines

FILED ON: 11/19/20

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

Application of **Bounce Energy, Inc.** For Approval To Offer, Render, or Furnish Natural Gas Services As A Marketer/ Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

Bounce Energy, Inc. will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license as a broker/marketer engaged in the business of providing natural gas services. **Bounce Energy, Inc.** proposes to sell natural gas related services throughout all of Pennsylvania under the provisions of the new Natural Gas Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Bounce Energy, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to **Bounce Energy, Inc.'s** attorney at the address listed below.

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Eckert Seamans Cherin & Mellott, LLC
213 Market Street, 8th Floor
Harrisburg, PA 17101
(717)237-6000 (phone)
(717)237-6019 (fax)

EP-418787

Sworn to and subscribed before me this 20th day of November 2020

Affiant: Lorri Stefanelli

NOTARY: Barbara J. Moore

Commonwealth of Pennsylvania - Notary Seal
Barbara J. Moore, Notary Public
Erie County
My commission expires March 23, 2024
Commission number 1114860
Member, Pennsylvania Association of Notaries

Proof of Publication in The Philadelphia Daily News
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

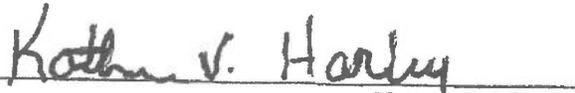
Helene Sweeney being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said newspaper on the following dates:

November 20, 2020

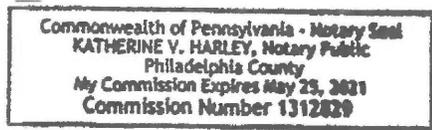
Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.



Sworn to and subscribed before me this 20th day of
November, 2020.


Notary Public

My Commission Expires:



Copy of Notice of Publication

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE

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By and through Counsel:
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Eckert Seamans Cherin & Mellott, LLC
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Harrisburg, PA 17101
(717)237-6000 (phone)
(717)237-6019 (fax)

PROOF OF PUBLICATON OF NOTICE IN THE WILLIAMSPORT
SUN-GAZETTE UNDER ACT NO. 587, APPROVED MAY 16, 1929

STATE OF PENNSYLVANIA

COUNTY OF LYCOMING

SS:

Robert O. Rolley, Jr., Publisher of the Sun-Gazette LLC publishers of the Williamsport Sun-Gazette, successor to the Williamsport Sun and the Gazette & Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, Williamsport, Pennsylvania, being duly sworn, deposes and says that the Williamsport sun was established in 1870 and the Gazette & Bulletin was established in 1801, since which dates said successor, the Williamsport Sun-Gazette, has been regularly issued and published in the County of Lycoming aforesaid, and that a copy of the printed notice is attached hereto exactly as the same was printed and published in the regular editions of said Williamsport Sun-Gazette on the following dates, viz:

November 20, 2020

Affiant further deposes that he is an officer daily authorized by the Sun-Gazette LLC, publisher of the Williamsport Sun-Gazette, to verify the foregoing statement under oath and declare that affiant is not interested in the subject matter of the aforesaid notice of publication, and that all the allegations in the foregoing statement as to time, place and character of publication are true.

**PENNSYLVANIA
PUBLIC UTILITY
COMMISSION
NOTICE**

Application of Bounce Energy, Inc. For Approval To Offer, Render, or Furnish Natural Gas Services As A Marketer/Broker Engaged In The Business Of Supplying Natural Gas Supply Services, To The Public In The Commonwealth Of Pennsylvania.

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The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Bounce Energy, Inc. may be filed within 15 days of the date of this notice with the Secretary of the PUC, 400 North Street, Harrisburg, PA 17120. You should send copies of any protest to Bounce Energy, Inc.'s attorney at the address listed below.

By and through Counsel:
Sarah C. Stoner, Esquire
Eckert Seamans Cherin & Mellott, LLC
213 Market Street,
8th Floor
Harrisburg, PA 17101
(717)237-6000 (phone)
(717)237-6019 (fax)

Robert O. Rolley, Jr.
SUN-GAZETTE LLC

Sworn to and subscribed before me

The 24th day of November 2020

Beth A Miller

Commonwealth of Pennsylvania - Notary Seal
BETH A MILLER - Notary Public
Lycoming County
My Commission Expires Jun 4, 2024
Commission Number 1297751

STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette LLC, Dr.:

For publishing the notice attached

Hereto on the above state dates.....\$ 223.76

Probated same.....\$

Total.....\$ 223.76

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-GAZETTE LLC hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid

SUN-GAZETTE LLC

BY Robert O. Rolley, Jr.

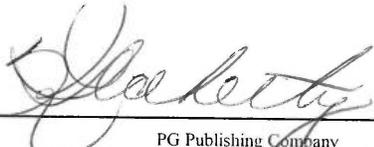
Proof of Publication of Notice in Pittsburgh Post-Gazette

Under Act No 587, Approved May 16, 1929, PL 1784, as last amended by Act No 409 of September 29, 1951

Commonwealth of Pennsylvania, County of Allegheny, ss K. Flaherty, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh Post-Gazette and Sun-Telegraph was established in 1960 and the Pittsburgh Post-Gazette was established in 1927 by the merging of the Pittsburgh Gazette established in 1786 and the Pittsburgh Post, established in 1842, since which date the said Pittsburgh Post-Gazette has been regularly issued in said County and that a copy of said printed notice or publication is attached hereto exactly as the same was printed and published in the _____ regular _____ editions and issues of the said Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

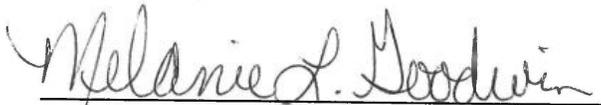
20 of November, 2020

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette, that, as such agent, affiant is duly authorized to verify the foregoing statement under oath, that affiant is not interested in the subject matter of the afore said notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.



PG Publishing Company

Sworn to and subscribed before me this day of:
November 20, 2020



Melanie L. Goodwin

Commonwealth of Pennsylvania - Notary Seal
Melanie L. Goodwin, Notary Public
Allegheny County
My commission expires May 12, 2022
Commission number 1255781
Member, Pennsylvania Association of Notaries

STATEMENT OF ADVERTISING COSTS

ECKERT SEAMANS CHERIN & MELLOTT
213 Market St., 8th Floor
ATTN: Susan Longnaker
Harrisburg PA 17101

To PG Publishing Company

Total ----- \$372.00

Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

Office
2201 Sweeney Drive
CLINTON, PA 15026
Phone 412-263-1338

PG Publishing Company, a Corporation, Publisher of
Pittsburgh Post-Gazette, a Newspaper of General Circulation

By _____

I hereby certify that the foregoing is the original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

Attorney For

**COPY OF NOTICE
OR PUBLICATION**

**PENNSYLVANIA
PUBLIC UTILITY
COMMISSION NOTICE**
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COMMONWEALTH OF PENNSYLVANIA }
 County of Cambria } SS

PENNSYLVANIA
 PUBLIC UTILITY COMMISSION
 NOTICE

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 Eckert Seamans Cherin & Mellott, LLC
 213 Market Street, 8th Floor
 Harrisburg, PA 17101
 (717)237-6000 (phone)
 (717)237-6019 (fax)

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On this 11th day of December A.D. 2020, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Mary Anne Rizzo, who being duly sworn according to law, deposes and says as Advertising Director of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,

Cambria, and Commonwealth of Pennsylvania and ter published in said publication in the regular issues November 18, 2020; and that the Affiant is not ; and that all of the allegations as to time, place and

Mary Anne Rizzo

STATEMENT OF ADVERTISING COSTS

Signed and sworn to before me on
 11th day of December, 2020,
 by Mary Anne Rizzo making the statement.

Vivian Ohs

0.00 Lines @	\$2.50 per line	0.00
6 Inches @	\$25.00 per inch	150.00
Notary Fee		5.00
Clerical Fee		2.50
Total Cost		157.50

Commonwealth of Pennsylvania - Notary Seal
 Vivian Ohs, Notary Public
 Cambria County
 My commission expires December 6, 2024
 Commission number 1123017
 Member, Pennsylvania Association of Notaries

To The Tribune-Democrat, Johnstown, PA
 For publishing the notice or publication
 attached hereto on the above stated dates.

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

_____ for publisher of _____
 a newspaper of general circulation, hereby acknowledges receipt of the aforesaid
 and publication costs and certifies that the same has been duly paid.

 (Name of Newspaper)

By _____