**LOW POWER COMPANY, INC.**

**(a Delaware corporation)**

**Consent in Lieu of Meeting of SOLE Incorporator**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_, 20\_\_\_

The undersigned, being the Sole Incorporator of Low Power Company, Inc.,a Delaware corporation (the “Corporation”), hereby consents to the adoption of the following resolutions and agrees that said resolutions shall have the same effect as if duly adopted at a meeting of the Sole Incorporator held for the purpose:

RESOLVED: To approve the Certificate of Incorporation of the Corporation in substantially the form filed with the Delaware Secretary of State on the date hereof.

RESOLVED: To fix the number of Directors of the Corporation at Three (3).

RESOLVED: To elect Andrew Sharp, Peter Theunis and Mark Brine to serve as the Directors of the Corporation until their successors are duly elected and qualified, or until their earlier death, resignation or removal.

RESOLVED: To adopt the form of by-laws attached hereto as Exhibit A as the by-laws of the Corporation.

RESOLVED: To direct that this Consent in Lieu of Meeting of Sole Incorporator (“Consent”) be filed with the records of the Corporation.

RESOLVED: To approve the resignation of Andrew Sharp as the Sole Incorporator of the Corporation effective upon execution of this Consent.

EXECUTED as of the date first set forth above.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Andrew Sharp

Sole Incorporator

Exhibit A

Form of By-laws
(see attached)