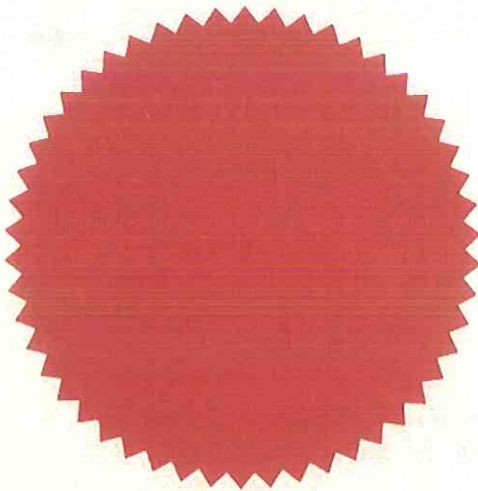




BERMUDA

**CERTIFICATE OF REGISTRATION
FOR A PARTNERSHIP TO BE REGISTERED AS AN
EXEMPTED PARTNERSHIP AND LIMITED PARTNERSHIP**

I HEREBY CERTIFY THAT in accordance with section 9(4) of *the Exempted Partnerships Act 1992* and amendments ("the Act"), the registration documents of **Brookfield Renewable Energy Partner L.P.** were delivered to the Office of the Registrar of Companies and registered on the 27th day of **June 2011**. Facsimiles of the Certificate of Exempted Partnership and the Certificate of Limited Partnership pursuant to Section 5 of the Act, and Section 3 of *the Limited Partnership Act 1883* and amendments, respectively, are attached to this Certificate of Registration.



Given under my hand and the Seal of
the Registrar of Companies this
29th day of June 2011

A handwritten signature in black ink, likely of the Registrar of Companies.

For Registrar of Companies

REF55027



CERTIFICATE OF EXEMPTED PARTNERSHIP

(Pursuant to Section 5 of the Exempted Partnerships Act 1992 (as amended) and
Section 4A of the Partnership Act 1902) (as amended))

NAME OF PARTNERSHIP:

Brookfield Renewable Energy Partner L.P.

GENERAL PARTNER(S):

**2288509 Ontario Inc.
181 Bay Street
Suite 300
Toronto, Ontario, M5J 2T3
Canada**

REGISTERED OFFICE:

**Canon's Court
22 Victoria Street
Hamilton, HM 11
Bermuda**

RESIDENT REPRESENTATIVE:

Appleby Services (Bermuda) Ltd.

LEGAL PERSONALITY: N/A

The Partnership elects to have legal personality pursuant to
Section 4A of the Partnership Act 1902 (as amended)

on behalf of the Partnership

OR

2288509 Ontario Inc. for itself and on behalf of the limited partners of the Partnership

Signed: _____


Jennifer S. Eve
Appleby

Attorneys for the General Partner
for itself and on behalf of the limited partner of the Partnership

Date: 27 JUNE 2011

Dated this 23rd day of June 2011

REF55027



CERTIFICATE OF LIMITED PARTNERSHIP

(Pursuant to Section 3 of the Limited Partnership Act 1883 (as amended) and
Section 4A of the Partnership Act 1902 (as amended))

NAME OF PARTNERSHIP:

Brookfield Renewable Energy Partner L.P.

GENERAL PARTNER(S):

2288509 Ontario Inc.

181 Bay Street

Suite 300

Toronto, Ontario, M5J 2T3

Canada

REGISTERED OFFICE:

Canon's Court

22 Victoria Street

Hamilton, HM 11

Bermuda

LEGAL PERSONALITY: N/A

The Partnership elects to have legal personality pursuant to
Section 4A of the Partnership Act 1902 (as amended)

2288509 Ontario Inc. for itself and on behalf of the limited partners of the Partnership

By:

Signed:

A handwritten signature in black ink, appearing to read 'J. Eve'.

Jennifer S. Eve

Appleby

Attorneys for the General Partner

for itself and on behalf of the limited partner of the Partnership

Date: 27 JUNE 2011

Dated this 23rd day of June 2011

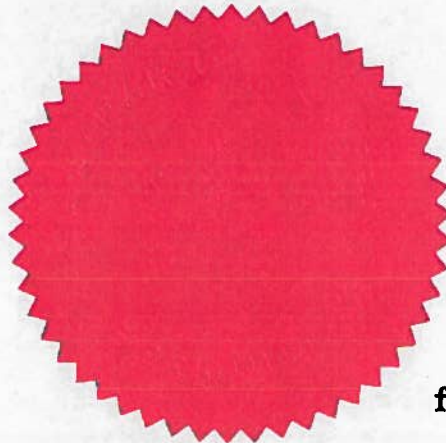
Registration No. 45532



BERMUDA

CERTIFICATE OF DEPOSIT OF SUPPLEMENTARY CERTIFICATE

THIS IS TO CERTIFY that a Supplementary Certificate of Brookfield Renewable Energy Partner L.P., showing a change of name to Brookfield Renewable Energy Partners L.P., was delivered to the Office of the Registrar of Companies and registered on the 25th day of August 2011 pursuant to section 8B(4) of *the Limited Partnership Act 1883* and 13(5) of the *Exempted Partnership Act 1992* as amended.



Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this 29th day of August 2011

A handwritten signature in black ink, appearing to be 'J. M.'.

for Registrar of Companies

**THE LIMITED PARTNERSHIP ACT, 1883
SUPPLEMENTARY CERTIFICATE OF PARTICULARS OF
A LIMITED PARTNERSHIP**

Pursuant to Section 8B(4)

Name of the Limited Partnership:	Brookfield Renewable Energy Partners L.P.
Name and Address of the General Partner:	2288509 Ontario Inc. 181 Bay Street Suite 300 Toronto, Ontario, M5J 2T3 Canada
Address of the Registered Office of the Partnership in Bermuda:	Canon's Court 22 Victoria Street Hamilton HM12 Bermuda

Dated the 25th day of August 2011

Signed:


Name: Jennifer S. Eve
Authorised signatory for the General Partner
for itself and on behalf of the limited
partner of the Partnership

**THE EXEMPTED PARTNERSHIPS ACT, 1992
SUPPLEMENTARY CERTIFICATE OF PARTICULARS OF
AN EXEMPTED PARTNERSHIP**

Pursuant to Section 13(5)

Name of the Partnership: Brookfield Renewable Energy Partners L.P.

Name and Address of the General Partner: 2288509 Ontario Inc.
181 Bay Street
Suite 300
Toronto, Ontario, M5J 2T3
Canada

Name and Address of the Resident Representative: Appleby Services (Bermuda) Ltd.
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Registered Office of the Partnership: Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Dated the 25th day of August 2011

Signed:



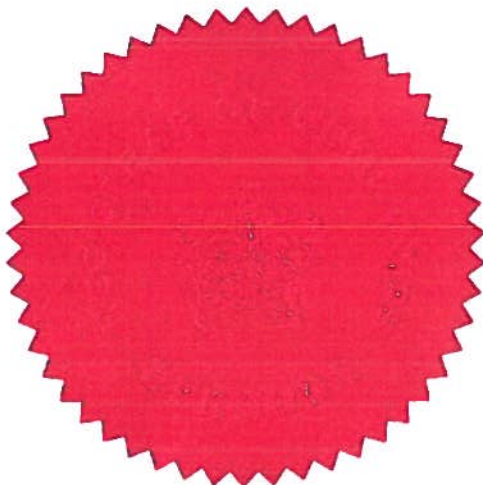
Name: Jennifer S. Eve
Authorised signatory for the General Partner
for itself and on behalf of the limited
partner of the Partnership



BERMUDA

**CERTIFICATE OF DEPOSIT
OF
SUPPLEMENTARY CERTIFICATE OF A LIMITED
PARTNERSHIP AND AN EXEMPTED PARTNERSHIP**

THIS IS TO CERTIFY that a Supplementary Certificate of **Brookfield Renewable Energy Partners L.P.** was delivered to the Office of the Registrar of Companies and registered on the **15th day of December 2011** pursuant to section 8B(4) of *the Limited Partnership Act 1883* as amended and section 13(5) of *the Exempted Partnerships Act 1992* as amended.



Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this 21st day of December 2011

A handwritten signature in blue ink, consisting of stylized initials and a surname.

for Registrar of Companies

**THE LIMITED PARTNERSHIP ACT, 1883
SUPPLEMENTARY CERTIFICATE OF PARTICULARS OF
A LIMITED PARTNERSHIP**

Pursuant to Section 8B(4)

Name of the Limited Partnership: **Brookfield Renewable Energy Partners L.P.**

Name and Address of the General Partner: Brookfield Renewable Partners Limited
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Address of the Registered Office of the Partnership in Bermuda: Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Dated the 15th day of December 2011

Signed:


James Bodi
Appleby (Bermuda) Limited

Attorneys for the General Partner,
for itself and on behalf of the limited partner of the Partnership

**THE EXEMPTED PARTNERSHIPS ACT, 1992
SUPPLEMENTARY CERTIFICATE OF PARTICULARS OF
AN EXEMPTED PARTNERSHIP**

Pursuant to Section 13(5)

Name of the Partnership: **Brookfield Renewable Energy Partners L.P.**

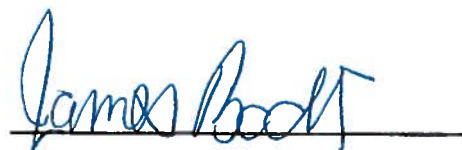
Name and Address of the General Partner: Brookfield Renewable Partners Limited
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Name and Address of the Resident Representative: Appleby Services (Bermuda) Ltd.
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Registered Office of the Partnership: Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Dated the 15th day of December 2011

Signed:



James Bodi

Appleby (Bermuda) Limited

Attorneys for the General Partner,

for itself and on behalf of the limited partner of the Partnership



BERMUDA

**CERTIFICATE OF DEPOSIT
OF
SUPPLEMENTARY CERTIFICATE OF A LIMITED
PARTNERSHIP AND AN EXEMPTED PARTNERSHIP**

THIS IS TO CERTIFY that a Supplementary Certificate of **Brookfield Renewable Energy Partners L.P.**, was delivered to the Office of the Registrar of Companies and registered on the 8th day of May 2012 pursuant to section 8B(4) of *the Limited Partnership Act 1883* as amended and section 13(5) of *the Exempted Partnership Act 1992* as amended.



Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this 11th day of May 2012

A handwritten signature in blue ink, likely of the Registrar of Companies.

for Registrar of Companies

THE LIMITED PARTNERSHIP ACT, 1983
SUPPLEMENTARY CERTIFICATE OF PARTICULARS OF

A LIMITED PARTNERSHIP

Pursuant to Section 8B(4)

Name of Limited Partnership: Brookfield Renewable Energy Partners L.P.

Name and Address of the General Partner: Brookfield Renewable Partners Limited
73 Front Street, 5th Floor
Hamilton HM 12, Bermuda

Address of Registered Office of the Partnership in Bermuda: 73 Front Street, 5th Floor
Hamilton HM 12, Bermuda

Dated this 8th day of May, 2012.


Jane Sheere
Secretary

Brookfield Renewable Partners Limited,
the general partner of Brookfield Renewable Energy Partners L.P.

THE LIMITED PARTNERSHIP ACT, 1983
SUPPLEMENTARY CERTIFICATE OF PARTICULARS OF
AN EXEMPTED PARTNERSHIP

Pursuant to Section 13(5)

Name of Limited Partnership: Brookfield Renewable Energy Partners L.P.

Name and Address of the General Partner: Brookfield Renewable Partners Limited
73 Front Street, 5th Floor
Hamilton HM 12, Bermuda

Name and Address of the Resident Representative: Gregory E A Morrison
73 Front Street, 5th Floor
Hamilton HM 12, Bermuda

Address of Registered Office of the Partnership in Bermuda: 73 Front Street, 5th Floor
Hamilton HM 12, Bermuda

Dated this 8th day of May, 2012.


Jane Sheere
Secretary

Brookfield Renewable Partners Limited, the general partner of
Brookfield Renewable Energy Partners L.P.