

CERTIFICATE OF FORMATION  
OF  
CONECTIV MID MERIT, LLC

The undersigned, an authorized natural person, in order to form a limited liability company under Section 18-201 of the Delaware Limited Liability Company Act, hereby certifies as follows:

FIRST:           The name of the LLC formed hereby is:  
  
                  Conectiv Mid Merit, LLC

SECOND:        The address of the registered office of the  
                  LLC in the State of Delaware is:  
  
                  800 King Street  
                  Wilmington, New Castle County, Delaware 19801

THIRD:         The name and address of the registered  
                  agent for service of process on the LLC in the  
                  State of Delaware is:  
  
                  PHI Service Company c/o Legal Dept.  
                  800 King Street  
                  Wilmington, New Castle County, Delaware 19801

IN WITNESS WHEREOF, the undersigned, an authorized natural person of the Company, hereby certifies that the facts stated herein are true as of May 7, 2003.

/s/ Nina J. Clements  
Nina J. Clements  
Authorized Person