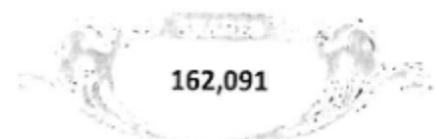


1224

ORGANIZED  
July 8<sup>th</sup>, 2009



162,091

# Ocean Thermal Energy Resources Conversion Ltd.

THIS CERTIFIES THAT Alfsen Holding IS THE REGISTERED  
HOLDER OF One Hundred Sixty Two Thousand Ninety One Shares of the Preferred Stock of  
**Ocean Thermal Energy Resources Conversion Ltd.**

HEREINAFTER DESIGNATED "THE COMPANY," TRANSFERABLE ON THE SHARE REGISTER OF THE COMPANY UPON  
SURRENDER OF THIS CERTIFICATE PROPERLY ENDORSED OR ASSIGNED.

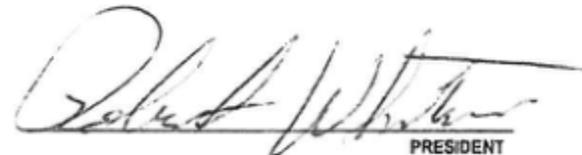
This certificate and the shares represented hereby shall be held subject to all of the provisions of the Articles of Incorporation and the Bylaws of the Company, a copy of each of which is on file at the office of the Company, and made a part hereof as fully as though the provisions of said Articles of Incorporation and Bylaws were imprinted in full on this certificate, to all of which the holder of this certificate, by acceptance hereof, assents and agrees to be bound.

Any shareholder may obtain from the principal office of the Company upon request and without charge, a statement of the number of shares constituting each class or series of stock and the designation thereof; and a copy of the rights, preferences, privileges, and restrictions granted to or imposed upon the respective classes or series of stock and upon the holders thereof by said Articles of Incorporation and the Bylaws.

WITNESS THE SIGNATURES OF ITS DULY AUTHORIZED OFFICERS.

DATED: **January 23, 2012**

  
\_\_\_\_\_  
SECRETARY

  
\_\_\_\_\_  
PRESIDENT