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FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302  
PHONE: (850) 668-4318 FAX: (850) 668-3398

DATE: SEPTEMBER 15, 2000

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

200003395022-0  
-09/15/00-01052-019  
\*\*\*155.00 \*\*\*155.00

TYPE: ARTICLES OF INCORPORATION  
BY FOREIGN LIMITED LIABILITY CO.

NAME:  
FORT PIERCE REPOWERING PROJECT, LLC

APPROVED  
AND  
FILED

00 SEP 15 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN CERTIFIED COPY

RECEIVED  
00 SEP 15 PM 2:35  
DIVISION OF CORPORATION

~~W 22079~~

9-19-00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 15, 2000

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: FORT PIERCE REPOWERING PROJECT, LLC  
Ref. Number: W00000022679

We have received your document for FORT PIERCE REPOWERING PROJECT, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 500A00048938

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 SEP 15 AM 11:53

APPROVED  
AND  
FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Fort Pierce Repowering Project, LLC  
(Name of foreign limited liability company)

2. Delaware 3. applied for  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 12, 2000 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1400 Smith Street  
Houston, Texas 77002  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:  
1400 Smith Street  
Houston, Texas 77002

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The purpose of this limited liability company is to engage in any lawful act or activity for which limited liability companies may be qualified in the State of Florida.

Teresa A. Callahan  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Teresa A. Callahan, Assistant Secretary  
Typed or printed name of signee

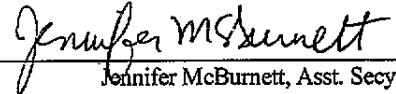
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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STATEMENT OF CONSENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **Fort Pierce Repowering Project, L.L.C.** at the place indicated on the application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The name and address of theRegistered Agent is:

CT CORPORATION SYSTEM  
1200 South Pine Island Road  
Plantation, FL 33324



Jennifer McBurnett, Asst. Secy.  
CT CORPORATION SYSTEM

September 14, 2000

APPROVED  
AND  
FILED  
00 SEP 15 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FORT PIERCE REPOWERING PROJECT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FORT PIERCE REPOWERING PROJECT, LLC" WAS FORMED ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2000.

APPROVED  
AND  
FILED

00 SEP 15 AM 11:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

3287093 8300

AUTHENTICATION: 0674872

001464546

DATE: 09-14-00