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**Foreign Limited Liability Company
 Quantum Pasco GP, LLC**

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Electronic Filing Menu

Corporate Filing Menu

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D. BRUCE

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

PURSUANT TO SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. The name of the company is Quantum Pasco GP, LLC.
2. The company was organized under the laws of the State of Delaware.
3. The FEI number, if applicable, is n/a.
4. The company was organized on December 21, 2012.
5. The company shall exist perpetually.
6. The date which the company first transacted business in Florida is: upon filing.
7. The company's principal address is 1401 McKinney Street, Suite 1800, Houston, Texas 77010.
8. The company is member-managed.
9. The name and usual business addresses of the managing member(s) or manager(s) are as follows: Quantum (Pasco) Utility Investments, LLC and 1401 McKinney Street, Suite 1800, Houston, Texas 77010.
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.
11. The Company's purposes are to engage in any and all lawful activity or business for which limited liability companies may be formed under the laws of the State of Florida.
12. The name and address of the company's registered agent is Capitol Corporate Services, Inc., 155 Office Plaza Drive, Suite A, Tallahassee FL 32301.

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W. Lance Schuler
Executive Vice President, General Counsel
and Secretary

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in this Application, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Capitol Corporate Services, Inc.

By: *Delaria Case*
Name: Delaria Case, Asst. Secretary on
behalf of Capitol Corporate Services, Inc.

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUANTUM PASCO GP, 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 FIFTH DAY OF APRIL, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUANTUM PASCO GP, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0337541

DATE: 04-05-13