

Secretary of State
A00000000000625

Requester's Name
Address
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CPV Gulfcoast, Ltd
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time
☐ Mail out ☐ Will wait

☒ Photocopy

- ☐ Certified Copy
☒ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 12 PM 1:20

RECEIVED
00 APR 12 AM 11:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CPV GULFCOAST, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 12 PM 1:20

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership is CPV Gulfcoast, Ltd. (the "Partnership").

2. Registered Office.

The registered office of the Partnership in the State of Florida is White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is K. Lawrence Gragg, White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

4. General Partner.

The name and business address of the General Partner is as follows:

CPV Gulfcoast LLC
10304 Iron Gate Road
Potomac, Maryland 20854

U00000004009

5. Mailing Address.

The mailing address of the Partnership is 10304 Iron Gate Road, Potomac, Maryland 20854.

6. Dissolution.

The latest date upon which the Partnership will dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 23rd day of March, 2000.

GENERAL PARTNER:

CPV GULFCOAST LLC

By: Competitive Power Ventures, L.P., a
Delaware limited partnership, its sole
member

By: Competitive Power Ventures, Inc., a
Delaware corporation, its general
partner

By: 
Douglas F. Egan
President

STANDARD INDUSTRIAL
DIVISION OF CORPORATIONS
00 APR 12 PM 1:20

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:


CPV GULFCOAST, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named K. Lawrence Gragg, located at said address as its initial Registered Agent.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 13 PM 1:20

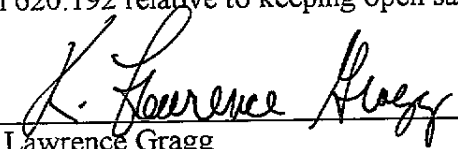
CPV GULFCOAST LLC, general partner

By: Competitive Power Ventures, L.P., a
Delaware limited partnership, its sole
member

By: Competitive Power Ventures, Inc., a
Delaware corporation, its general
partner

By: 
Douglas F. Egan
President

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: 
K. Lawrence Gragg
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, Douglas F. Egan, President of COMPETITIVE POWER VENTURES, INC., a Delaware corporation and the sole general partner of COMPETITIVE POWER VENTURES, L.P., a Delaware limited partnership, and the sole member of CPV GULFCOAST LLC, a Florida limited liability company and the sole general partner of CPV GULFCOAST, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$1,300,000.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$1,300,000.00.

This 28th day of March, 2000.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

CPV GULFCOAST LLC

By: Competitive Power Ventures, L.P., a
Delaware limited partnership, its sole
member

By: Competitive Power Ventures, Inc., a
Delaware corporation, its general
partner

By: 
Douglas F. Egan
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 13 2000
PM 1:20