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General Partner
is being formed
Under Audit
No. H00000045212

Florida Department of State
Division of Corporations
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From: Account Name : WHITE & CASE
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FLORIDA LIMITED PARTNERSHIP

CPV ATLANTIC, LTD.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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no conflict w/
L-10346

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$148.75

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

CPV ATLANTIC, LTD.

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 Atlantic, 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 Atlantic LLC
10304 Iron Gate Road
Potomac, Maryland 20854

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5. Mailing Address.

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

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6. Dissolution.

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

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IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 28th day of August, 2000.

GENERAL PARTNER:

CPV ATLANTIC 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: 
Name: Douglas F. Egan
Title: President

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

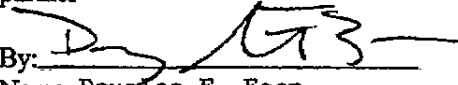
In compliance with Florida Statutes Section 620.192, the following is submitted:

CPV ATLANTIC, 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.

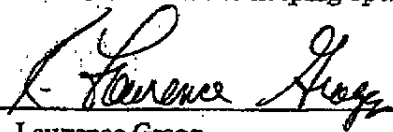
CPV ATLANTIC LLC, general partner

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: 
Name: Douglas F. Egan
Title: 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

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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 ATLANTIC LLC, a Florida limited liability company and the sole general partner of CPV ATLANTIC, 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 \$100.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$100.00.

This ~~28~~ day of August, 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 ATLANTIC 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: 
Name: Douglas F. Egan
Title: President

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