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ACCOUNT NO. : 072100000032

REFERENCE : 147499 4302312

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 105.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 25 PM 1:42

FILED

ORDER DATE : October 23, 2001

ORDER TIME : 10:08 AM

A-1333

ORDER NO. : 147499-035

CUSTOMER NO: 4302312

400004653514--8

CUSTOMER: Jacob A. Pollack, Esq
Stroock & Stroock & Lavan
180 Maiden Lane

New York, NY 10038

Please file fast.

DOMESTIC AMENDMENT FILING

NAME: CPV ATLANTIC, LTD.

*Please stamp in
the time one minute
before the file end.*

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CPV ATLANTIC, LTD.

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State on August 28, 2000, adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

The Certificate of Limited Partnership is amended as follows:

- A. Article 1 is deleted in its entirety and replaced with the following:

The name of the limited partnership is Orion Atlantic, Ltd. (the "Partnership").

- B. Article 4 is deleted in its entirety and replaced with the following:

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

Orion Atlantic LLC
c/o Orion Power Holdings, Inc.
7 East Redwood Street, 10th Floor
Baltimore, MD 21202

L-10346

- C. Article 5 is deleted in its entirety and replaced with the following:

The mailing address of the Partnership is 145 NW Central Park Plaza, Suite 101, Port St. Lucie, Florida 34986.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of October 25, 2001.

GENERAL PARTNER:

ORION ATLANTIC LLC

By: W Thaddeus Miller
Name: W. Thaddeus Miller
Title: Vice President