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ACCOUNT NO. : 072100000032

REFERENCE : 559629 4302312

AUTHORIZATION : Patricia Reyes

COST LIMIT : \$ 52.50

FILED  
01 DEC -6 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 4, 2001

ORDER TIME : 9:55 AM

ORDER NO. : 559629-020

CUSTOMER NO: 4302312

700004711367--8

CUSTOMER: Mr. Jeffrey M. Negrón  
Stroock & Stroock & Lavan  
180 Maiden Lane  
New York, NY 10038

DOMESTIC AMENDMENT FILING

NAME: ORION ATLANTIC, LTD.

EFFECTIVE DATE:

RECEIVED  
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XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: \_\_\_\_\_

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ORION ATLANTIC, LTD.

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

L 00000010346

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of December 6, 2001.

GENERAL PARTNER:

ORION POWER ATLANTIC LLC

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

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