

# A31304

August 27, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 16 AM 10:46

Re: Pasco Cogen, Ltd.

Dear Sir or Madam:

Enclosed for filing with the Department of State is an Amended and Restated Certificate of Limited Partnership for Pasco Cogen, Ltd. I would appreciate your returning a file stamped copy to me in the enclosed self-addressed stamped envelope. Also enclosed is a check in the amount of \$52.50, in payment of the applicable filing fees.

Thank you for your assistance in this matter.

000002282640-- 8  
-09/02/97--01122--003  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Very truly yours,

*Karen L. Bramley*  
Karen L. Bramley  
Legal Assistant

TECO ENERGY, INC.

P.O. BOX 111

TAMPA, FL 33601-0111

813-228-4111

HTTP://WWW.TECOENERGY.COM

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A31304

Name	CR 9/16
Availability	
Document Examiner	CR
Updater	CR
Updater Verifier	CR
Acknowledgment	CR
W. P. Verifier	CR



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 3, 1997

KAREN L. BRAMLEY  
TECO ENERGY, INC.  
P.O. BOX 111  
TAMPA, FL 33601-0111

SUBJECT: PASCO COGEN, LTD.  
Ref. Number: A31304

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We have received your document for PASCO COGEN, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 197A00043918

**AMENDED AND RESTATED CERTIFICATE  
OF LIMITED PARTNERSHIP OF PASCO COGEN, LTD.**

The undersigned, constituting all of the general partners of Pasco Cogen, Ltd., a Florida limited partnership, (the "Limited Partnership") hereby execute this Amended and Restated Certificate of Limited Partnership filed pursuant to Section 620.109, Florida Statutes.

WHEREAS, Peoples Congeneration Company and Gator Gas Marketing, Inc., were the original general partners ("Original General Partners") of the Limited Partnership and filed the original Certificate of Limited Partnership on March 13, 1991 ("the Original Certificate"); and

WHEREAS, the Original Certificate was amended on October 15, 1991, to replace the Original General Partners with PAS Power Co. and NCP Dade Power Incorporated ("General Partners") and to indicate a change of address for the Limited Partnership;

WHEREAS, the Certificate was amended and restated on July 21, 1993; and

WHEREAS, the Partnership desires to further amend the certificate of limited partnership to reflect the removal of a General Partner, the addition of a new General Partner, a change in the address for the Limited Partnership and NCP Dade Power Incorporated, and the appointment of a new registered agent for the Limited Partnership;

WHEREAS, the Partnership desires to restate the Certificate of Limited Partnership to reflect all amendments made thereto.

NOW THEREFORE, the General Partners do hereby certify as follows:

1. The name of the Limited Partnership is:

Pasco Cogen, Ltd.

2. The date of filing the Certificate of Limited Partnership is:

March 13, 1991

3. The mailing address for the Limited Partnership is:

702 North Franklin Street  
Plaza 8  
Tampa, FL 33602

4. The address of the record keeping office of the Limited Partnership, where the records required by Section 620.106, Florida Statutes are to be kept, is:

702 North Franklin Street  
Plaza 8  
Tampa, FL 33602

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5. The name and address of the agent for service of process for the Limited Partnership is:

Sheila M. McDevitt  
c/o TECO Power Services Corporation  
702 N. Franklin Street  
Tampa, FL 33602

6. The latest date upon which the Limited Partnership is to dissolve is:

December 31, 2015

7. PAS Power Co. has withdrawn as a General Partner.

8. Pasco Project Investment Partnership, Ltd., a Florida limited partnership (No. A97000001234) has been admitted as a new General Partner.

9. The name and address of the General Partners of the Limited Partnership are:

Pasco Project Investment Partnership, Ltd.  
800 East Northwest Highway  
Suite 203  
Mount Prospect, Illinois 60056

A97-1234

NCP Dade Power Incorporated  
c/o GPU International  
One Upper Pond Road  
Parsippany, New Jersey 07054

P35874

IN WITNESS WHEREOF, the undersigned General Partners have duly executed this Amendment and Restated Certificate of Limited Partnership this 26 day of August, 1997.

PASCO PROJECT INVESTMENT  
PARTNERSHIP, LTD.

By: Pasco Power GP, Inc., its General Partner

Robert W. Heerman

Name: Robert W. Heerman  
Title: President

NCP DADE POWER INCORPORATED  
General Partner

Bruce L. Levy  
Name: Bruce L. Levy  
Title: President

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### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for Pasco Cogen, Ltd., I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



SHEILA M. MCDEVITT

Registered Agent

September 12, 1997

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