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TECO LEGAL DEPARTMENT

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To:
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Fax Number : (850) 205-0383

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Account Name : TECO ENERGY, INC.
Account Number : 076424001012
Phone : (913) 228-1431
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LIMITED PARTNERSHIP AMENDMENT

PASCO COGEN, LTD.

Certificate of Status	1
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J. BRYAN SEP 27 2004

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

PASCO COGEN, LTD.

(Name as currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on March 13, 1992, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

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

Pasco Project Investment Partnership, Ltd.
c/o TECO Wholesale Generation, Inc.
182 W. Franklin St.
Tampa, FL 33602

NCP Dade Power LLC (E/k/a NCP Dade Power Incorporated)
c/o ArcLight Capital Holdings, LLC
200 Clarendon St., 55th floor
Boston, MA 02117

M04000002478

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Pasco Project Investment Partnership, Ltd.

Signature of current general partner:

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

By: W.F. O'Brien
W.F. O'Brien, VP

Signature(s) of new general partner(s), if applicable:

NCP Dade Power LLC

By: Christopher McCallion
Christopher McCallion, VP

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TOTAL P.02