

**A31304**

Florida Department of State  
Division of Corporations  
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**L. SELLERS**

To: Division of Corporations  
Fax Number : (850) 617-6383

MAR - 7 2008

**EXAMINER**

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

*(Handwritten signature: SQW)*

**LLP AMENDMENT/RESTATEMENT/CORRECTION**

**PASCO COGEN, LTD.**

Certificate of Status	0
Certified Copy	0
Page Count	03 4
Estimated Charge	\$52.50

RECEIVED

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TALLAHASSEE, FLORIDA

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March 4, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

PASCO COGEN, LTD.  
TECO PLAZA 8  
P.O. BOX 111  
TAMPA, FL 33601-0111

SUBJECT: PASCO COGEN, LTD.  
REF: A31304

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must be signed by the dissociating general partner unless the document states the general partner is deceased or a guardian or general conservator has been appointed or the general partner previously filed a Statement of Dissociation with the Florida Department of State.

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) 245-6020.

Tammi Cline  
Regulatory Specialist II

FAX Aud. #: H08000055747  
Letter Number: 508A00013297

P.O BOX 6327 - Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

**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 620.1202, *Florida Statutes*.

WHEREAS, Peoples Cogeneration 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");

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;

WHEREAS, the Certificate was amended and restated on August 26, 1997 (filed with the Department of State on September 16, 1997) to reflect the withdrawal of PAS Power Co. as a general partner, the admission of Pasco Project Investment Partnership, Ltd., as a general partner, change the address at which the required records of the Limited Partnership are maintained, and change the registered agent of the Limited Partnership;

WHEREAS, the Certificate was amended on September 24, 2004 to reflect a change in the name of general partner NCP Dade Power Incorporated to NCP Dade Power LLC;

WHEREAS, the Limited Partnership desires to further amend the Certificate to reflect the withdrawal of Pasco Project Investment Partnership, Ltd. as a general partner, change the address for the Limited Partnership and NCP Dade Power LLC, and appoint a new registered agent for the Limited Partnership; and

WHEREAS, the Limited partnership desires to restate the Certificate to reflect all amendments 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:

Calthness Atlantic Services Company, LLC  
c/o Calthness Corporation  
565 5<sup>th</sup> Avenue, 29<sup>th</sup> floor  
New York, New York 10017

4. The address of the designated office of the Limited Partnership where the records required by Section 620.1111 will be maintained is:

14850 Old State Road 23  
Dade City, Florida, 33523

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

6. Pasco Project Investment Partnership, Ltd. has withdrawn as General Partner.

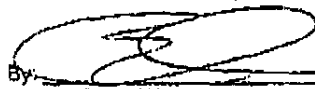
7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2015.

7. The name and address of the General Partner of the Limited Partnership is:

NCP Dade Power LLC  
c/o Atlantic Power Corporation  
200 Clarendon Street, Floor 25  
Boston, Massachusetts 02116


IN WITNESS WHEREOF, the undersigned General Partner has duly executed this Amended and Restated Certificate of Limited Partnership this 28 day of February, 2008.

NCP Dade Power LLC

By:   
Barry Welch  
President

#### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Pasco Cogen, Ltd., at the place designated in this Amended and Restated Certificate, 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 620, Florida Statutes.

  
(signature)

Name:

Title:


**Doreen Wallace**  
**Assistant Vice President**

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TALLAHASSEE, FLORIDA

Acknowledgement by Withdrawing General Partner:

IN WITNESS WHEREOF, the undersigned withdrawing General Partner has duly executed this Amended and Restated Certificate of Limited Partnership this 5<sup>th</sup> day of March, 2008.

Pasco Project Investment Partnership, Ltd.

By:   
Name: P.L. Barringer, Vice President-Controller  
Title: for Pasco Power GP, Inc., as general partner  
of Pasco Project Investment Partnership, Ltd.  
a general partner of Pasco Cogen, Ltd.