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May #2940

MERGER OR SHARE EXCHANGE

PASCO COGEN, LTD.

Certificate of Status	0
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JUN 15 2009

EXAMINER

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
CERTIFICATE OF MERGER
OF
PASCO COGEN REALTY, L.P.
(a Delaware limited partnership)
INTO
PASCO COGEN, LTD.
(a Florida limited partnership)

130400000530

The following Certificate of Merger is submitted in accordance with Section 620.2108, Florida Statutes:

FIRST: The name of the merging entity is **Pasco Cogen Realty, L.P.**, a Delaware limited partnership ("Cogen Realty").

SECOND: The name of the surviving entity is **Pasco Cogen, Ltd.**, a Florida limited partnership ("Pasco").

THIRD: The merger is to become effective upon filing this Certificate of Merger with the Secretary of State of Florida.

FOURTH: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by both Cogen Realty and Pasco as required under Florida Statutes and the Delaware Limited Partnership Act.

FIFTH: The Agreement of Merger is on file at 14850 Old State Road 23, Dade City, Florida 33523, which is the principal place of business of Pasco.

SIXTH: A copy of the Agreement of Merger will be furnished by Pasco upon request, without cost, to any partner of Cogen Realty or Pasco.

IN WITNESS WHEREOF, the parties hereto have caused this certificate to be signed by each of their respective general partners this 29th day of NOV, 2009.

PASCO COGEN REALTY, L.P.

PASCO COGEN, LTD.

NCP Dade Power, LLC

NCP Dade Power, LLC

By: 

Barry E. Welch, President

By: 

Barry E. Welch, President

**AGREEMENT OF MERGER
OF
PASCO COGEN REALTY, L.P.
INTO
PASCO COGEN, LTD.**

Now on this 29th day of May, 2009, Pasco Cogen Realty, L.P., a Delaware limited partnership ("Cogen Realty") and Pasco Cogen, Ltd., a Florida limited partnership ("Pasco"), pursuant to Title 6, Section 17-211 of the Delaware Limited Partnership Act and pursuant to Section 620.2106, Florida Statutes, have entered into the following Agreement of Merger:

WITNESSETH:

WHEREAS, the general and limited partners of Cogen Realty and Pasco deem it advisable that Cogen Realty merge into Pasco as hereinafter specified; and

WHEREAS, Cogen Realty filed its Certificate of Limited Partnership in the office of the Secretary of State of Delaware and was duly formed on September 21, 2004. Cogen Realty's partnership interests are as follows:

General Partner:

NCP Dade Power, LLC 2%

Limited Partner:

Dade Investment, L.P. 98%

WHEREAS, Pasco filed its Certificate of Limited Partnership in the office of the Secretary of State of Florida and was duly formed on March 13, 1991. Pasco's partnership interests are as follows:

General Partner:

NCP Dade Power, LLC 2%

Limited Partner:

Dade Investment, L.P. 98%

NOW, THEREFORE, Cogen Realty and Pasco, by and between their respective partners, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: Cogen Realty shall be and hereby is merged into Pasco, which shall be the surviving entity.

SECOND: The Certificate of Limited Partnership and Agreement of Limited Partnership of Pasco, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect.

THIRD: NCP Dade Power, LLC and Dade Investment, L.P. are currently general and limited partners of both Cogen Realty and Pasco; therefor, upon the effect of this merger, each partnership interest of Cogen Realty that has been issued prior to this merger shall be cancelled and retired and all rights in respect thereof shall cease to exist without any conversion thereof or payment therefor and no partnership interests of Pasco or other consideration shall be delivered in exchange therefore.

FOURTH: Upon the effect of this merger, the partnership interests of Pasco shall remain as follows:

General Partner:

NCP Dade Power, LLC 2%

Limited Partner:

Dade Investment, L.P. 98%

FIFTH: This merger shall become effective upon the later date of filing of the Certificate of Merger with the Secretary of State of Florida or the Certificate of Merger with the Secretary of State of Delaware by Pasco.


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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective partners, have caused this Agreement of Merger to be executed as of the date first written above.

PASCO COGEN REALTY, L.P.
a Delaware limited partnership


By its General Partner:

NCP Dade Power, LLC

By: 
Barry E. Welch, President

By its Limited Partner:


Dade Investment, L.P.

By: 
Barry E. Welch, President

PASCO COGEN, LTD.
a Florida limited partnership

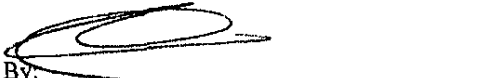
By its General Partner:

NCP Dade Power, LLC

By: 
Barry E. Welch, President

By its Limited Partner:

Dade Investment, L.P.

By: 
Barry E. Welch, President