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Florida Department of State
Division of Corporations
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Email Address: Jenniemiller@andrewskurth.com

LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
PASCO COGEN, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$52.50

APR 15 2013

S. TONER

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
PASCO COGEN, LTD.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 620.1202, Florida Statutes, Pasco Cogen, Ltd., a Florida limited partnership, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

FIRST: The name of the limited partnership is Pasco Cogen, Ltd.

SECOND: The limited partnership's Certificate of Limited Partnership was filed with the Florida Department of State on March 13, 1991.

THIRD: The Certificate of Limited Partnership was previously amended.

FOURTH: NCP Dade Power LLC has withdrawn as general partner of the Limited Partnership, and Quantum Pasco GP, LLC has been admitted as the new general partner of the Limited Partnership.

FIFTH: The name and business address of the new general partner of the limited partnership are as follows:

Quantum Pasco GP, LLC
1401 McKinney Street, Suite 2700
Houston, Texas 77010

SIXTH: The name and address of the registered agent are:

Capitol Corporate Services, Inc.
155 Office Plaza Drive, Suite A
Tallahassee, FL 32301

SEVENTH: This Certificate of Amendment shall be effective at the time of filing with the Florida Department of State.

EIGHTH: This Certificate may be executed in one or more counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same certificate, and this Certificate may be effected by a written facsimile signature of each of the general partners.

[Signature on following page.]

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 Certificate of Amendment of Certificate of Limited Partnership, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Delanie Case
Name: Delanie Case
Title: asst. sec.

on behalf of Capitol Corporate Services, Inc.

The undersigned general partner of the Limited Partnership hereby executes this Amended and Restated Certificate of Limited Partnership as of this 12th day of April, 2013.

Quantum Pasco GP, LLC,
a Delaware limited liability company

By: 
W. Lance Schuler
Executive Vice President,
General Counsel and Corporate
Secretary

Acknowledgment by Withdrawing General Partner

The undersigned withdrawing general partner of the Limited Partnership hereby executes this Certificate of Amendment to Certificate of Limited Partnership as of this 12th day of April, 2013.

Withdrawing General Partner

**NCP Dade Power LLC,
a Delaware limited liability company**

By: _____


**Terrence Ronan
Authorized Representative**