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Email Address: Jennie.miller@andrewskurth.com

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

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

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APR 16 2013

D. BRUCE

**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 in accordance with the provisions of section 620.1202 of the Florida Revised Uniform Limited Partnership Act (the "Act").

WHEREAS, the Limited Partnership's Certificate of Limited Partnership was originally filed with the Florida Department of State on March 13, 1991;

WHEREAS, the Certificate of Limited Partnership has been previously amended;

WHEREAS, the Limited Partnership desires to further amend the Certificate of Limited Partnership to reflect the change of name of the Limited Partnership; and

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

NOW, THEREFORE, the undersigned DOES HEREBY CERTIFY as follows:

1. The name of the limited partnership is Quantum Pasco Power, LP.
2. The date of filing of the Certificate of Limited Partnership with the Florida Department of State is March 13, 1991.
3. The address of the designated office of the Limited Partnership is:  
  
14850 Old State Road 23  
Dade City, Florida 33523
4. The name and address of the registered agent for the Limited Partnership are:  
  
Capitol Corporate Services, Inc.  
155 Office Plaza Drive, Suite A  
Tallahassee, FL 32301
5. The name and business address of the general partner of the Limited Partnership are:  
  
Quantum Pasco GP, LLC  
1401 McKinney Street, Suite 2700  
Houston, Texas 77010

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6. This Amended and Restated Certificate of Limited Partnership shall be effective at the time of filing with the Florida Department of State.

*[Signature on following page]*

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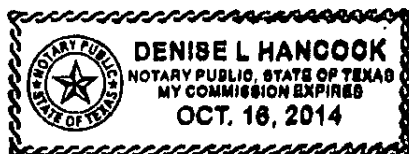
The undersigned general partner of the Limited Partnership hereby executes this Amended and Restated Certificate of Limited Partnership as of this 12th day of April, 2013.

Quantum Pasco GP, LLC,  
a Delaware limited liability company

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

THE STATE OF FLORIDA or THE STATE OF TEXAS  
COUNTY OF HARRIS

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned authority, by W. Lance Schuler, Executive Vice President, General Counsel and Corporate Secretary of Quantum Pasco GP, LLC, on this the 12th day of April, 2013.



Denise L. Hancock  
Notary Public in and for the  
State of Texas

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FLORIDA