

A31500

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000138607 3)))



H110001386073ABC,

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : FLORIDA FILING & SEARCH SERVICES
Account Number : I20000000189
Phone : (850) 216-0457
Fax Number : (850) 216-0460

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JUN - 7 AM 8:26

FILED

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

T. CLINE

JUN - 8 2011

EXAMINER

**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
ORLANDO COGEN LIMITED, L.P.**

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$52.50

FAXED
MAY 24 2011
By _____

RECEIVED

11 JUN - 7 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



May 25, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FLORIDA FILING

SUBJECT: ORLANDO COGEN LIMITED, L.P.
REF: A31500

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

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6067.

Neysa Culligan
Regulatory Specialist II

FAX Aud. #: H11000138607
Letter Number: 811A00012925

H 1 1 0 0 0 1 3 8 6 0 7

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Orlando CoGen Limited, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: May 2, 1991

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.P. or LLP.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Orlando CoGen (I), Inc.

2929 Allen Parkway, Suite 2200
Houston, TX 77019

Orlando Power Holdings LLC

2929 Allen Parkway, Suite 2200
Houston, TX 77019

Orlando Power Generation I, LLC

200 Clarendon Street, 56th Floor
Boston, MA 02117

H 1 1 0 0 0 1 3 8 6 0 7

H 1 1 0 0 0 1 3 8 6 0 7

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: Upon filing
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:



Typed or printed name:

David R. Roth, Sec. for Orlando CoGen (I), Inc.

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

H 1 1 0 0 0 1 3 8 6 0 7

FILED
2011 JUN -7 AM 8:26
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

H 1 1 0 0 0 1 3 8 6 0 7

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ORLANDO COGEN LIMITED, L.P.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JUNE, A.D. 2011, AT 3:01 O'CLOCK P.M.

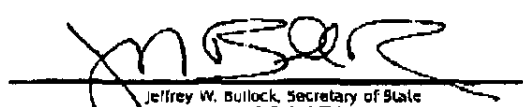
FILED

2011 JUN -7 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2257176 8100

110692135

You may verify this certificate online
at corp.delaware.gov/authvar.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8814718

DATE: 06-07-11

H 1 1 0 0 0 1 3 8 6 0 7

H 1 1 0 0 0 1 3 8 6 0 7

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 04:07 PM 06/06/2011
 FILED 03:01 PM 06/06/2011
 SRV 110692135 - 2257176 FILE

STATE OF DELAWARE
 AMENDMENT TO THE CERTIFICATE OF
 LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate of Limited Partnership pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Limited Partnership is Orlando CoGen Limited, L.P.

SECOND: Article III of the Certificate of Limited Partnership shall be amended as follows:

Name and Address: The name and business address of each general partner is as follows:

<u>Name</u>	<u>Business Address</u>
Orlando CoGen (I), Inc.	2929 Allen Parkway, Suite 2200 Houston, Texas 77019
Orlando Power Holdings LLC	2929 Allen Parkway, Suite 2200 Houston, Texas 77019
Orlando Power Generation I, LLC	200 Clarendon Street, 56 th Floor Boston, Massachusetts 02117

2011 JUN -7 AM 8:26
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, the undersigned executed this Amendment to the Certificate of Limited Partnership on this 6th day of June, A.D. 2011.

By: Orlando CoGen (I), Inc.
 its Managing General Partner

Vincent Schaefer

Name: VINCENT SCHAEFER

Print or Type
 Vice President

Approved
 By to Form

H 1 1 0 0 0 1 3 8 6 0 7