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**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION  
AUBURNDALE POWER PARTNERS, LIMITED PARTNERSHIP**

Certificate of Status	0
Certified Copy	0
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2013 APR 15 AM 10:34

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13 APR 15 PM 4:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDMENT TO CERTIFICATE OF AUTHORITY  
FOR  
AUBURNDALE POWER PARTNERS, LIMITED PARTNERSHIP,  
A FOREIGN LIMITED PARTNERSHIP**

Pursuant to the provisions of section 620, Florida Statutes, AUBURNDALE POWER PARTNERS, LIMITED PARTNERSHIP, a Delaware limited partnership (the "Limited Partnership"), adopts the following Amendment to its Certificate of Authority:

**FIRST:** The name of the Limited Partnership has been changed to Quantum Auburndale Power, LP.

**SECOND:** The date the entity was authorized to transact business in Florida is: January 10, 2008.

**THIRD:** Auburndale GP, LLC has withdrawn as general partner of the Limited Partnership, and Quantum Auburndale GP, LLC has been admitted as the new general partner of the Limited Partnership.

**FOURTH:** The name and business address of the new general partner of the Limited Partnership are as follows:

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

**FIFTH:** This Amendment 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 Amendment may be effected by a written facsimile signature of each of the general partners.

**SIXTH:** This Amendment to the Certificate of Authority shall be effective at the time of its filing with the Florida Department of State.

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

*[Signature on following page.]*

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2013 APR 15 AM 10:34  
CLERK OF STATE  
TALLAHASSEE FLORIDA

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

Quantum Auburndale GP, LLC,  
a Delaware limited liability company

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


**FILED**  
2013 APR 15 AM 10:34  
CLERK OF COURT  
TALLAHASSEE FLORIDA

**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 12<sup>th</sup> day of April, 2013.

**Withdrawing General Partner**

Auburndale GP, LLC,  
a Delaware limited liability company

By:   
Barry E. Welch  
Authorized Representative

**FILED**

2013 APR 15 AM 10:34

CLERK OF COURT  
PALM BEACH COUNTY  
PALM BEACH, FLORIDA

# 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 RESTATED CERTIFICATE OF "AUBURNDALE POWER PARTNERS, LIMITED PARTNERSHIP", CHANGING ITS NAME FROM "AUBURNDALE POWER PARTNERS, LIMITED PARTNERSHIP" TO "QUANTUM AUBURNDALE POWER, LP", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 2013, AT 5:18 O'CLOCK P.M.

2284432 8100

130433509

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0356202

DATE: 04-12-13

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:24 PM 04/12/2013  
FILED 05:18 PM 04/12/2013  
SRV 130433509 - 2284432 FILE

**FIFTH AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
AUBURNDALE POWER PARTNERS, LIMITED PARTNERSHIP**

This Fifth Amended and Restated Certificate of Limited Partnership of Auburndale Power Partners, Limited Partnership (the "Partnership") is executed and filed pursuant to the provisions of the Delaware Revised Uniform Limited Partnership Act (the "Act"), by Quantum Auburndale GP, LLC, a Delaware limited liability company (the "General Partner"), as the general partner of the Partnership. The General Partner DOES HEREBY CERTIFY as follows:

1. The name of the limited partnership is Auburndale Power Partners, Limited Partnership.
2. The original Certificate of Limited Partnership of the Partnership was filed under the name of Auburndale Power Partners, L.P. with the Secretary of State of the State of Delaware on January 8, 1992.
3. The Certificate of Limited Partnership of the Partnership is being amended and restated to reflect the change of the name of the Partnership, the registered office and registered agent and the name and address of the General Partner.
4. The original Certificate of Limited Partnership of the Partnership is hereby amended and restated to read in its entirety as follows:

1. The name of the limited partnership is Quantum Auburndale Power, LP (the "Partnership").

2. The address of the registered office of the Partnership in the State of Delaware, and the name and address of the registered agent of the Partnership required to be maintained by Section 17-104 of the Act at such address are as follows:

**Name and Address of  
Registered Agent**

**Address of  
Registered Office**

Capitol Services, Inc.  
1675 South State Street, Suite B  
Dover, Kent County, Delaware 19901

1675 South State Street, Suite B  
Dover, Kent County, Delaware 19901

3. The name and business address of the sole General Partner of the Partnership are as follows:

**General Partner**

**Address**


Quantum Auburndale GP, LLC

1401 McKinney St., Suite 1800  
Houston, Texas 77010

IN WITNESS WHEREOF, this Fifth Amended and Restated Certificate of Limited Partnership has been duly executed as of the 12th day of April, 2013 and is being filed in accordance with Section 17-210 of the Act by the sole General Partner of the Partnership.

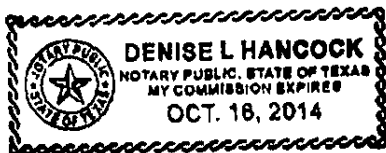
GENERAL PARTNER

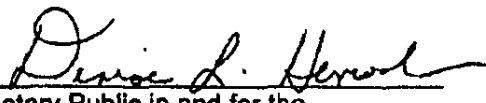
Quantum Auburndale GP, LLC,  
a Delaware limited liability company

By:   
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 Auburndale GP, LLC, on this the 12th day of April, 2013.



  
Notary Public in and for the  
State of Texas