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Division of Corporations

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## LIMITED PARTNERSHIP AMENDMENT

SECOND AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF

OKEELANTA POWER LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	1
Page Count	08
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**SECOND AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
OKEELANTA POWER LIMITED PARTNERSHIP  
a Florida limited partnership**

OKEELANTA POWER LIMITED PARTNERSHIP, a limited partnership organized and existing under and by virtue of the Florida Revised Uniform Limited Partnership Act (the "Limited Partnership"), does hereby certify that:

A. The original Certificate of Limited Partnership was filed with the Secretary of State of the State of Florida on January 13, 1993.

B. The Amended and Restated Certificate of Limited Partnership was filed with the Secretary of State of the State of Florida on January 11, 1994.

C. Flo-Energy Corp., formerly a general partner and a limited partner of the Limited Partnership, transferred its entire interest in the Limited Partnership to New Hope Power Partnership, another general partner in the Limited Partnership, on April 5, 2001, thereby withdrawing from the Limited Partnership pursuant to Sections 620.124 and 620.152, Florida Statutes.

D. The general partners of the Limited Partnership other than Flo-Energy Corp. have agreed to continue the Limited Partnership pursuant to the written provisions of the partnership agreement of the Limited Partnership and Section 620.157, Florida Statutes.

E. The general partners of the Limited Partnership other than Flo-Energy Corp. have agreed that New Hope Power Partnership shall replace Flo-Energy Corp. as the registered agent of the Limited Partnership.

F. Pelican Power Corporation, a general partner of the partnership, has changed its business address since the time the Amended and Restated Certificate of Limited Partnership was filed.

G. The Limited Partnership desires to amend and restate its certificate (1) to reflect (a) the withdrawal of Flo-Energy Corp. as a partner, (b) the continuation of the Limited Partnership by the remaining partners and (c) the change in the business address of Pelican Power Corporation and (2) to change its registered agent and office, pursuant to Section 620.1051, Florida Statutes, from the following registered agent and office as shown on the records of the Florida Department of State

Flo-Energy Corp.  
340 Royal Poinciana Way, Suite 316  
Palm Beach, Florida 33480

to be as provided in the amended and restated provisions below.

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H. This Second Amended and Restated Certificate of Limited Partnership is duly executed and is being filed pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.109, Florida Statutes.

I. The Certificate of Limited Partnership is hereby amended and restated as follows:

1. Name of Partnership. The name of the limited partnership is Okeelanta Power Limited Partnership.

2. Address of Record Keeping Office. The address of the record keeping office of the Limited Partnership in the State of Florida is as follows:

340 Royal Poinciana Way, Suite 316  
Palm Beach, Florida 33480

3. Registered Office and Agent. The name and address of the agent for service of process on the Limited Partnership is as follows:

New Hope Power Partnership  
340 Royal Poinciana Way, Suite 316  
Palm Beach, Florida 33480

4. Names and Business Addresses of General Partners. The name and business address of each general partner is as follows:

New Hope Power Partnership	340 Royal Poinciana Plaza, Suite 316 Palm Beach, Florida 33480
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Pelican Power Corporation	c/o PG&E National Energy Group Company 7500 Old Georgetown Road Bethesda, Maryland 20814-6161
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Rowan Resources Corporation	50 Beale Street San Francisco, California 94105
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5. Mailing Address. The mailing address of the Limited Partnership is as follows:

340 Royal Poinciana Plaza, Suite 316  
Palm Beach, Florida 33480

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon

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which the Partnership is to dissolve is December 1, 2027.

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IN WITNESS WHEREOF, the undersigned general partners of the Limited Partnership have executed this Amended and Restated Certificate of Limited Partnership on this 27<sup>th</sup> day of April 2001.

NEW HOPE POWER PARTNERSHIP,  
a Florida general partnership,  
general partner

By: \_\_\_\_\_

Armando A. Tabetmilla, Vice President  
of Flo-Power Corp., a Florida  
corporation, partner

PELICAN POWER CORPORATION,  
general partner

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ROWAN RESOURCES CORPORATION,  
general partner

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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IN WITNESS WHEREOF, the undersigned general partners of the Limited Partnership have executed this Second Amended and Restated Certificate of Limited Partnership on this \_\_\_\_\_ day of April 2001.

NEW HOPE POWER PARTNERSHIP,  
a Florida general partnership,  
general partner

PELICAN POWER CORPORATION,  
general partner

By: \_\_\_\_\_  
Armando A. Tabernilla, Vice President  
of Flo-Power Corp., a Florida  
corporation, partner

By: \_\_\_\_\_  
Name: Sanford L. Hartman  
Title: Vice President & Secretary

ROWAN RESOURCES CORPORATION,  
general partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Okeelanta Power Limited Partnership, a Florida limited partnership, in the foregoing Second Amended and Restated Certificate of Limited Partnership, New Hope Power Partnership, a Florida partnership, hereby (i) accepts the appointment as registered agent, (ii) agrees to act in this capacity, (iii) agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and (iv) is familiar with and accepts the obligations of its position as registered agent.

Dated this 27<sup>th</sup> day of April 2001.

New Hope Power Partnership, a Florida  
general partnership

By:   
Armando A. Tabernilla, Vice President  
of Flo-Power Corp., a Florida  
corporation, partner

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