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TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: TECO ENERGY, INC.
076424001012
CONTACT: CINDY ORLOWSKI'S
PHONE: (813) 228-1807
(813) 228-4811

ACCT#:

FAX #:

NAME: TECO/BGA LIMITED
AUDIT NUMBER.....H97000016414
DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
TECO/BGA LIMITED**

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In accordance with Section 620.109, Florida Statutes, the undersigned general partner of TECO/BGA Limited hereby certifies that:

- (1) The name of the limited partnership is TECO/BGA Limited.
- (2) The original Certificate of Limited Partnership was filed with the Department of State on April 15, 1997 under the name of TECO/BGA Stadium Limited.
- (3) The Certificate of Limited Partnership is amended as follows:
 - (a) Article 4 is amended to reflect the change in the name of the general partner.

The text of the Certificate of Limited Partnership is restated with the amendments described above, effective as of the date of filing with the Department of State, to read as follows:

- 1. The name of the Partnership is: TECO/BGA Limited.
- 2. The address of the office at which the records are required to be maintained by Section 620.106 of the Act is:

702 North Franklin Street
Tampa, Florida 33602

- 3. The name and address of the agent for service of process in the State of Florida as required to be maintained by Section 620.105 of the Act is:

Sheila M. McDevitt
702 North Franklin Street
Tampa, Florida 33602

- 4. The name and business address of the general partner are:

TECO/BGA, Inc.
702 North Franklin Street
Tampa, Florida 33602

- 5. The mailing address of the Partnership is:

David E. Schwartz
702 North Franklin Street
Tampa, FL 33602
(813) 228-1808
Fla. Bar No. 982131

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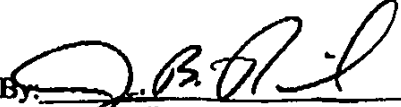
5. The mailing address of the Partnership is:

508 West Fletcher Avenue
Suite 102
Tampa, Florida 33612

6. The Partnership shall dissolve no later than January 1, 2040.

IN WITNESS WHEREOF, the undersigned general partner has duly executed this Amended and Restated Certificate of Limited Partnership this 2nd day of October, 1997.

TECO/BGA LIMITED

By: 
J. B. Kamil
President