

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Fax Number : (850)922-4003

From: Account Name : TECO ENERGY, INC.  
Account Number : 076424001012  
Phone : (813)228-1807  
Fax Number : (813)228-1328

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LIMITED PARTNERSHIP AMENDMENT

TECO/BGA LIMITED

A97-831

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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TECO/BGA LIMITED**

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 1 is amended to change the name of the Partnership.
  - (b) 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 AGC 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 AGC, Inc.  
702 North Franklin Street  
Tampa, Florida 33602

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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 5th day of October, 2000.

TECO AGC LIMITED

By: W. N. Cantrell  
W. N. Cantrell  
President  
TECO AGC, Inc., General Partner

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