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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

Denise A. Millovitch
Assistant to the
Corporate Secretary
702 North Franklin Street
Tampa, Florida 33602
Direct: (813) 228-1431
Fax: (813) 228-1328

February 26, 2004

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Foreign Qualifications

Dear Sir or Madam:

Enclosed are good standing certificates and applications (in duplicate original) for authorization to transact business in Florida for the following entities:

- Union Power I, LLC (general partner of Union Power Partners, L.P.)
- UPP Finance Co, LLC
- Panda Gila River I, LLC (general partner of Panda Gila River, L.P.)
- Trans-Union Interstate I, LLC (general partner of Trans-Union Interstate Pipeline, L.P.)
- Union Power Partners, L.P.
- Panda Gila River, L.P.
- Trans-Union Interstate Pipeline, L.P.

Designation of registered agent and certificate of status fees are included in the fees paid for each entity. Please forward the certificates of status to me at the address listed above. I have enclosed a return Federal Express envelope for your convenience.

If you have any questions, please call me at (813) 228-1431.

Very truly yours,

Denise A. Millovitch
Paralegal

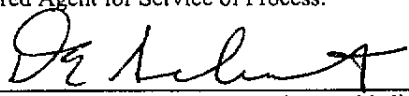
Enclosures

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE, FLORIDA

1. Panda Gila River, L.P.
(Name of limited partnership as it is in the home state)
2. PGR, LTD
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. August 18, 1999
(State of Formation) (Date of Formation)
5. David E. Schwartz
(Name of Registered Agent for Service of Process)
6. 702 N. Franklin Street
(Street Address of Registered Office)
- Tampa, Florida 33602
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

(Agent must sign on this line)
8. 1209 Orange Street
Wilmington, DE 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)
- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|--------------------------------|-------------------------------|
| <u>Panda Gila River I, LLC</u> | <u>702 N. Franklin Street</u> |
| | <u>Tampa, Florida 33602</u> |
10. 702 N. Franklin Street, Tampa, Florida 33602
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. Panda Gila River II, LLC, 702 N. Franklin Street, Tampa, Florida 33602

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(Mailing Address of Limited Partnership)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 20th day of February, 2004

John T. Duff
General Partner

STATE OF Florida

COUNTY OF Hillsborough

On this 20th day of February, 2004

John T. Duff, Manager of the General Partner, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Denise Millovitch
(Notary Public Signature)

Denise A. Millovitch
(Notary's Printed Name)

Seal

My Commission Expires: _____



Denise A Millovitch
My Commission DD067726
Expires December 07 2005

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

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BEFORE ME the undersigned personally appeared John T. Duff, Manager, Panda Gila River I, LLC
a general partner of Panda Gila River, L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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1. The amount of capital contributions of the limited partners is \$ 680,740,707 .
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0 .

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 20th day of February, 2004

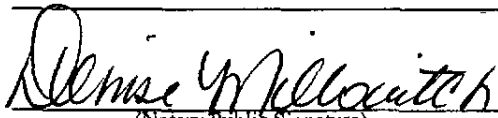

General Partner

STATE OF Florida
COUNTY OF Hillsborough


On this 20th day of February, 2004

John T. Duff, Manager of Panda Gila River I, LLC, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____


(Notary Public Signature)

Denise A. Millovitch
(Notary's Printed Name)

Seal My Commission Expires:  Denise A Millovitch
My Commission DD067726
Expires December 07 2005

Delaware

The First State

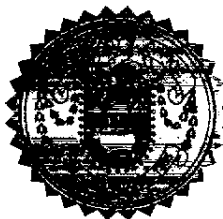
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANDA GILA RIVER, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3084720 8300

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2890426

DATE: 01-26-04