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DIVISION OF CORPORATION

FOREIGN LIMITED PARTNERSHIP

Orange Power Holdings LP

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$1,785.00

SECRETARIAT OF
TALLAHASSEE

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JB
6-10-04

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

1. Orange Power Holdings LP
(Name of limited partnership as it is in the home state)
2. _____
(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 (State of Formation) 4. March 9, 2004 (Date of Formation)
5. CT Corporation System
(Name of Registered Agent for Service of Process)
6. c/o CT Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)
- Plantation Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
CT Corporation System
By: Carrie Bryan Special Agent
(Agent must sign on this line)
8. _____
- Caribbean Trust Center, 1209 Georgia 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>Arroyo Power GP Holdings LLC</u> | <u>16945 Northchase Drive, Suite 1560, Houston, TX 77060</u> |
| <u>1042214</u> | |
10. 16945 Northchase Drive, Suite 1560, Houston, TX 77060
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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TALLAHASSEE, FLORIDA
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12. 16945 Northchase Drive, Suite 1560, Houston, TX 77060

(Mailing Address of Limited Partnership)

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 3rd day of April May, 2004Robert A. Oden

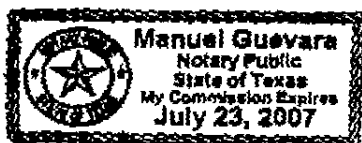
General Partner Arroyo Power GP Holdings LLC

STATE OF TxCOUNTY OF HarrisOn this 3rd day of May, 2004ROBERT A. ODEN

, personally appeared before me,

☐ who is personally known to me☒ whose identity I proved on the basis of Driver's LicenseManuel Guevara
(Notary Public Signature)Manuel Guevara
(Notary's Printed Name)

Seal

My Commission Expires: July 23, 2007

FILED

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Robert Oden of Arroyo Power GP Holdings LLC, a
general partner of Orange Power Holdings LP, a (an)
Delaware, limited partnership, hereinafter referred to as the "Partnership", who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 64.2 Million.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 64.3 Million.

This 2 day of June, 04

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

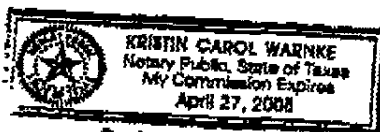
General Partner

Robert Oden
Arroyo Power GP Holdings LLC - Robert Oden (Secretary)

STATE OF TEXAS
COUNTY OF HARRIS
DATE 6-2-04

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared ROBERT ODEN (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2ND day of JUNE, 2004



5691

Kristin Carol Warnke
Notary Public

State of TEXAS at Large
My Commission Expires:
4-27-08