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**Florida Department of State
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DIVISION OF CORPORATIONS

FOREIGN LIMITED PARTNERSHIP

PASCO COGEN REALTY, L.P.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. PASCO COHEN REALTY, L.P.
(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 4.9/21/04
(State of Formation) (Date of Formation)
5. Corporation Service Company
(Name of Registered Agent for Service of Process)
6. 1201 Rays Street
(Street Address of Registered Office)
- Tallahassee Florida 32301
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process

Corporation Service Company
By: Cynthia L. Harris
 (Agent must sign on this line)

Cynthia L. Harris
as its agent
8. Corporation Service Company, 2711 Centerville Road, Suite 400,
Wilmington, Delaware 19805.
 (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>Pasco Project Investment Partnership, Ltd., 800 East Northwest Highway, Ste. 203</u>	
<u>Mount Prospect, IL 60056 and Teton Pasco Realty, LLC, c/o ArcLight Capital</u>	
<u>Holdings, LLC, 100 Clarendon St., 55th Floor, Boston, MA 02117</u>	
10. c/o Pasco Project Investment Partnerships, Ltd. (address above)
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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 TALLAHASSEE, FLORIDA

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12 c/o Pasco Project Investment Partnership, Ltd., 808 East Northwest Highway,Suite 203, Mount Prospect, IL 60056

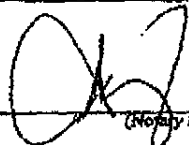
(Mailing Address of Limited Partnership)

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 9 day of December, 2004
Pasco Project Investment Partnership, Ltd.
By: Pasco Power GP, Inc., its General PartnerWilliam F. O'Brien

General Partner

William O'Brien, Vice President

STATE OF TexasCOUNTY OF HidalgoOn this 9 day of December, 2004William Francis O'Brien, personally appeared before me,☐ who is personally known to me☒ whose identity I proved on the basis of Florida Drivers license

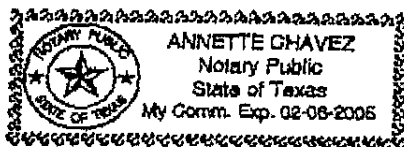
(Notary Public Signature)

Annette Chavez

(Notary's Printed Name)

Seal

My Commission Expires

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED
PARTNERSHIP

BEFORE ME the undersigned personally appeared William F. O'Brien, Vice President of Pasco Power GP, Inc., the General Partner of Pasco Project Investment Partnership, Ltd., in its capacity as the General Partner of Teton Pasco Realty, Ltd., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of Capital contributions of the limited partners is \$300,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$300,000.

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 9 day of December, 2004.

Teton Pasco Realty, Ltd.

By: Pasco Project Investment Partnership, Ltd., its General Partner

By: Pasco Power GP, Inc., its General Partner

By: William F. O'Brien
William O'Brien, Vice President

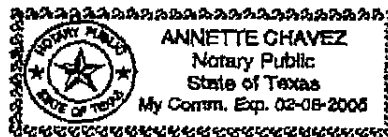
STATE OF Texas

COUNTY OF Hidalgo

On this 9 day of December, 2004, personally appeared before me William O'Brien, who is personally known to me / whose identity I proved on the basis of Florida Driver's License.

(Notary Public Signature)

(Notary's Printed Name)



(Seal) My Commission Expires: 12/06/2005

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