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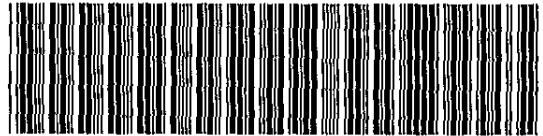
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RECEIVED

05 MAY 24 AM 10:43

DIVISION OF CORPORATION

FILED

05 MAY 24 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 387961 7487986

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 87.50

05 MAY 24 AM 10:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 23, 2005

ORDER TIME : 8:33 AM

ORDER NO. : 387961-005

CUSTOMER NO: 7487986

CUSTOMER: Mr. Daniel Levin
Levin & Weiser Llc
Suite 1000
950 S. Cherry St.
Denver, CO 80246

FOREIGN FILINGS

*****FILE 1ST*****

NAME: ERA/PENN LANDFILL GAS, LTD.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RESUBMIT

Please give original
submission date as file date.

May 24, 2005

DARLENE WARD
CSC
TALLAHASSEE, FL

SUBJECT: ERA/PENN LANDFILL GAS, LTD.
Ref. Number: W05000026009

FILED
05 MAY 24 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ERA/PENN LANDFILL GAS, LTD. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

On line 1, you must list the correct complete name of the limited partnership as it is filed in its homestate. It appears to us that the correct complete name of the limited partnership is ERA/PENN LANDFILL GAS, LLLP.

If that is so, then that's what you put on line 1.

And then for indexing purposes in Florida you must add our limited partnership suffix. Probably you will add LTD.

So the name on line 1 should read "ERA/PENN LANDFILL GAS, LLLP, LTD."

Now we understand that this limited partnership has LLLP status in Colorado. But foreign limited partnerships cannot apply for LLLP status in Florida. So along with your limited partnership application, we are returning your LLLP Qualification. Do NOT resubmit this document.

ALSO, before the limited partnership can be registered in Florida, its entity general partner - TDP CAPITAL ACCESS, LLC -- must qualify here as a foreign LLC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 605A00037468

RECEIVED
05 JUN -3 PM 12:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

1. ERA/PENN LANDFILL GAS, LLLP, LTD.
(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.")

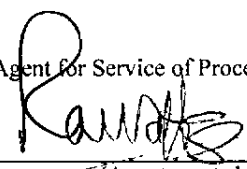
3. Colorado 4. 04/14/2005
(State of Formation) (Date of Formation)

5. Robert Watts
(Name of Registered Agent for Service of Process)

6. 3017 Eagles Nest Way
(Street Address of Registered Office)

Port St. Lucie, Florida 34952
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

By: 
(Agent must sign on this line)

8. _____
1099 - 18th St. Suite 1750, Denver, CO 80202
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Paul Evans 1099 - 18th St. Suite 1750, Denver, CO 80202

Robert Lemon 1099 - 18th St. Suite 1750, Denver, CO 80202

10. 1099 - 18th St. Suite 1750, Denver, CO 80202
(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

FILED
05 MAY 24 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12.1099 - 18th St. Suite 1750, Denver, CO 80202

(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 17 day of May, 2005

General Partner

STATE OF Colorado

COUNTY OF Denver

On this 17 day of May, 2005

_____, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Arminnie M. Grutkadauria
(Notary Public Signature)

Arminnie M Grutkadauria
(Notary's Printed Name)

My Commission Expires: 10/22/2008



My Commission Expires 10/22/2008

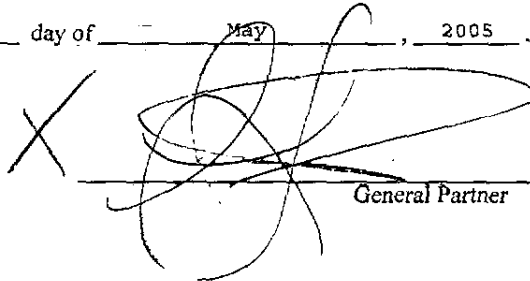
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Robert Lemon
a general partner of ERA/Penn Landfill Gas, LLLP, a (an) Colorado
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 100.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 100.00.

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 17 day of May, 2005.



General Partner

STATE OF Colorado

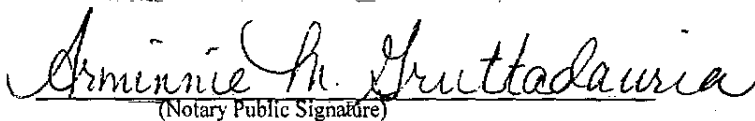
COUNTY OF Denver

On this 17 day of May, 2005,

Robert Lemon, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Arminnie M Gruttadauria
(Notary's Printed Name)

Seal

My Commission Expires: 10/22/2008



My Commission Expires 10/22/2008