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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

200002689192--7

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\*\*\*\*\*52.50 \*\*\*\*\*52.50

CORPORATION(S) NAME

Florida Bogen Development Company, L.P.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 DEC 18 PM 3:51

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
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- Reinstatement
- Limited Liability Partnership
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Thanks, Melanie ☺

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K/12/98

**CERTIFICATE OF CANCELLATION  
FOR**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 18 PM 3:57

Florida CoGen Development Company, L.P.  
(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.174, Florida Statutes, this foreign limited partnership hereby submits this certificate of cancellation in order to cancel its registration with the Florida Department of State.

*Dynegy Management, Inc., General Partner*  
By: *Lisa Q. Metts, Assistant Secretary*  
(Signature of a General Partner)

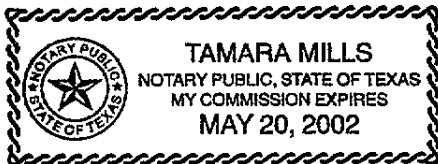
\_\_\_\_\_  
Dynegy Management, Inc.  
(Typed or Printed name of General Partner Signing Above)

STATE OF Texas

COUNTY OF Harris

On this 26th day of October, 19 98, Dynegy Management, Inc.  
personally appeared before me, Lisa Q. Metts, Assistant Secretary of Dynegy Management, Inc

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



*Tamara Mills*  
\_\_\_\_\_  
Notary Public Signature  
  
\_\_\_\_\_  
Tamara Mills  
Notary's Printed Name

Seal

My Commission Expires: 5/20/2002

Dynegy Inc.  
1000 Louisiana Street, Suite 5800  
Houston, Texas 77002  
Phone 713.507.8400

FILED STATE  
SECRETARY OF CORPORATIONS  
98 DEC 18 PM 4:57

*facsimile*

DYNEGY

Date: December 18, 1998  
To: Brenda Tadlock  
Florida Dept. of State  
Fax: 850-410-1015  
Subject: Florida Cogen Development Co., LTD  
From: Sydney Free  
Phone: 713-767-<sup>8645</sup>~~6816~~  
Fax: 713-767-8520  
Pages: 3

893-527

We recently submitted a request for Certificate of Cancellation for the above partnership. The general partner in this partnership is Florida Cogen Development, Inc. which recently changed its name to Dynegy Management, Inc. This is only a name change; not a different legal entity. Please continue to process the request for cancellation. I will attempt to retrieve the original form from CT Corporation as you requested. Attached is the Certificate of Amendment reflecting the name change.

*Sydney Free*

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*State of Delaware*

*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FLORIDA COGEN DEVELOPMENT, INC.", CHANGING ITS NAME FROM "FLORIDA COGEN DEVELOPMENT, INC." TO "DYNEGY MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1998, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 98 DEC 18 PM 3:57

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**CERTIFICATE OF AMENDMENT  
TO  
THE CERTIFICATE OF INCORPORATION  
OF  
FLORIDA COGEN DEVELOPMENT, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 18 PM 5:17

Florida CoGen Development, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of the Corporation duly adopted resolutions by unanimous written consent in lieu of a meeting in accordance with the provisions of Section 141(f) of the Delaware General Corporation Law ("DGCL") proposing and declaring the following amendment of the Certificate of Incorporation of the Corporation to be advisable and recommending the adoption of such amendment by the stockholders of the Corporation.

**SECOND:** That in lieu of a meeting and vote of the stockholders of the Corporation, the sole stockholder has given its written consent to the following amendment in accordance with the provisions of Section 228 of the DGCL.

**THIRD:** The Certificate of Incorporation of the Corporation is amended by deleting Article 1 in its entirety and replacing it with a new Article 1, which reads as follows:

"1. The name of the corporation is Dynegy Management, Inc."

**FOURTH:** That the amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the DGCL.

**FIFTH:** This Certificate of Amendment shall become effective at the close of business on the day of the filing hereof in the office of the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF,** Florida CoGen Development, Inc. has caused this Certificate to be signed by its Assistant Secretary, this 24<sup>th</sup> day of September, 1998.

**FLORIDA COGEN DEVELOPMENT, INC.**

By:   
Lisa Q. Metts  
Assistant Secretary