

Document Number Only

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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

CORPORATION(S) NAME

200002689192--7

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*****52.50 *****52.50

Florida Bogen Development Company, L.P.

- ☐ Profit ☐ Amendment ☐ Merger
- ☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
- ☐ Limited Liability Company
- ☐ Foreign ☐ Annual Report ☐ Other
- ☒ Limited Partnership Cancellation ☐ Reinstatement ☐ Fict. Filing ☐ Change of R.A.
- ☐ Limited Liability Partnership ☐ UCC-1 UCC-3
- ☐ Certified Copy ☐ Photo Copies ☐ CUS
- ☐ Call When Ready ☐ Call if Problem ☐ After 4:30
- ☒ Walk In ☐ Will Wait ☒ Pick Up
- ☐ Mail Out

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

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Filed Stamp

Thanks, Melanie ☺

NOV 17 1998

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Acknowledgment
W.P. Verifier

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mpl
12/18/98

**CERTIFICATE OF CANCELLATION
FOR**

Florida CoGen Development Company, L.P.

(insert name currently on file with Florida Dept. of State)

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

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.

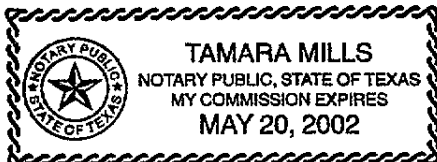
(Typed or Printed name of General Partner Signing Above)

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 _____



Seal

Tamara Mills

Notary Public Signature

Tamara Mills

Notary's Printed Name

My Commission Expires: 5/20/2002

Dynegy Inc.

1000 Louisiana Street, Suite 5800
Houston, Texas 77002
Phone 713.507.8400

*facsimile***DYNEGY**

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
68 DEC 18 PM 4:57

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: 713-767-⁸⁶⁴⁵~~6246~~
Fax: 713-767-8520
Pages: 3

B93-527

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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09-24-98

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

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 24th day of September, 1998.

FLORIDA COGEN DEVELOPMENT, INC.

By: 
Lisa Q. Metts
Assistant Secretary

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