

Document Number Only

B99000000271

C T Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301
City State Zip Phone

000002927860--3
-07/12/99--01001--009
*****87.50 *****87.50

CORPORATION(S) NAME

Panda Midway Power ~~LLC~~ PARTNERS, L.P.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Name
- Fictitious Name
- CUS
- After 4:30
- Pick Up

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

Name Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

~~WPA 719~~
~~1500~~
B99-271

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS
Connie

\$87.50-CP



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 30, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: PANDA MIDWAY POWER PARTNERS, L.P.
Ref. Number: W99000015207

We have received your document for PANDA MIDWAY POWER PARTNERS, L.P. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$285.00 payment.

Because this is not the fee for the limited partnership registration (which is only \$87.50), we STRONGLY SUGGEST that you return this "\$285.00" validated cover sheet with your LLC filing. And then send us an \$87.50 check for the LIMITED PARTNERSHIP FILING. (Please CALL BEFORE YOU DO THIS.)

As discussed, the partnership cannot be filed until its general partner -- PANDA MIDWAY POWER I, LLC -- is qualified in Florida.

And finally, PLEASE NOTE that we are RETURNING the certificate for PANDA MIDWAY POWER I, LLC.

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

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 999A00034539

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared PANDA MIDWAY POWER I, LLC,
a general partner of PANDA MIDWAY POWER PARTNERS, L.P., 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 \$ 1.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1.0.

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.

This 25TH day of JUNE, 19 99.

PANDA MIDWAY POWER I, LLC
Robert W. Carter
ROBERT W. CARTER, General Partner
MANAGER

STATE OF TEXAS

COUNTY OF DALLAS

On this 25TH day of JUNE, 19 99,

ROBERT W. CARTER, MANAGER OF GEN. PARTNER, personally appeared before me,

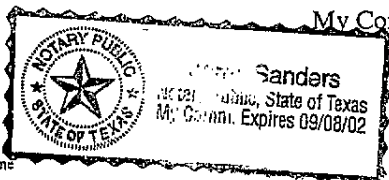
- who is personally known to me
- whose identity I proved on the basis of _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jerry Sanders
(Notary Public Signature)

JERRY SANDERS
(Notary's Printed Name)

Seal My Commission Expires: SEPTEMBER 8, 2002



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

1. PANDA MIDWAY POWER PARTNERS, 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. JUNE 23, 1999
(State of Formation) (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

Rand A. Shelley
(Agent must sign on this line)

8. 4100 SPRING VALLEY RD., SUITE 1001 (principal office)

DALLAS, TEXAS 75244
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

PANDA MIDWAY POWER I, LLC

4100 SPRING VALLEY RD., SUITE 1001

DALLAS, TX 75244

10. 4100 SPRING VALLEY RD., SUITE 1001, DALLAS, TX 75244
(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. 4100 SPRING VALLEY RD., SUITE 1001

DALLAS, TX 75244

(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.

This 25TH day of JUNE, 19 99

PANDA MIDWAY POWER I, LLC

Robert W. Carter
ROBERT W. CARTER, General Partner
MANAGER

STATE OF TEXAS

COUNTY OF DALLAS

On this 25TH day of JUNE, 19 99

ROBERT W. CARTER, MANAGER OF GEN. PARTNER personally appeared before me,

who is personally known to me

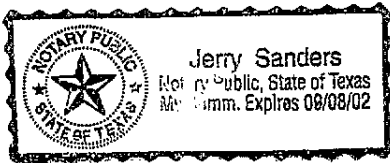
whose identity I proved on the basis of

Jerry Sanders
(Notary Public Signature)

JERRY SANDERS
(Notary's Printed Name)

Seal

My Commission Expires: SEPTEMBER 8, 2002



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED