



L000000010346

ACCOUNT NO. : 072100000032

REFERENCE : 559629 4302312

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 25.00

ORDER DATE : December 4, 2001

ORDER TIME : 10:32 AM

ORDER NO. : 559629-015

CUSTOMER NO: 4302312

CUSTOMER: Mr. Jeffrey M. Negron
Stroock & Stroock & Lavan
180 Maiden Lane

New York, NY 10038

000004706140--3

RECEIVED
01 DEC -5 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ORION ATLANTIC LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS:

JB
12-5-01

APPROVED
AND
FILED

01 DEC -5 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ORION ATLANTIC LLC

Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida limited liability company (the "Company"), whose Articles of Organization were filed with the Florida Department of State on August 28, 2000, adopts the following Articles of Amendment to its Articles of Organization.

The Articles of Organization are amended as follows:

Article I is deleted in its entirety and replaced with the following:

The name of the Limited Liability Company is Orion Power Atlantic LLC.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of November
30, 2001.

By: W. Thaddeus Miller
Name: W. Thaddeus Miller
Title: Vice President

APPROVED
AND
FILED
01 DEC -5 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA