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07/01/05

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2005 JUL -1 AM 8:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

ORION POWER ATLANTIC LLC

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STATE OF FLORIDA
ARTICLES OF MERGER
MERGING
ORION POWER ATLANTIC, LTD.,
A FLORIDA LIMITED PARTNERSHIP
INTO
ORION POWER ATLANTIC LLC,
A FLORIDA LIMITED LIABILITY COMPANY

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Pursuant to Chapter 608 of the Florida Limited Liability Company Act (the "FLLCA") and Chapter 620 of the Florida Revised Uniform Partnership Act of 1995 (the "FRUPA"), the undersigned limited partnership and limited liability company have executed these Articles of Merger and certify as of July 1, 2005 as follows:

FIRST: The exact name, principal office street address, jurisdiction, entity type, Florida document number and federal employer identification number (FEIN) of the merging party are as follows:

Orion Power Atlantic, Ltd., a Florida limited partnership
1000 Main Street
Houston, Texas 77002
Florida Document No.: A00000001333
FEIN: 52-2361910

EFFECTIVE DATE
07/01/05

SECOND: The exact name, principal office street address, jurisdiction, entity type, Florida document number and federal employer identification number (FEIN) of the surviving party are as follows:

Orion Power Atlantic LLC, a Florida limited liability company
1000 Main Street
Houston, Texas 77002
Florida Document No.: L00000010346
FEIN: None

THIRD: The attached Agreement and Plan of Merger meets the applicable requirements of Chapter 608 of the FLLCA and Chapter 620 of the FRUPA and was approved by each party to the merger in accordance with such statutory provisions.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of July 1, 2005.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned parties have duly executed these Articles of Merger as of the date set forth above.

ORION POWER ATLANTIC, LTD.

By: Orion Power Atlantic LLC, its general partner

By: Wendi S. Zerwas
Name: Wendi S. Zerwas
Title: Assistant Secretary

ORION POWER ATLANTIC LLC

By: Wendi S. Zerwas
Name: Wendi S. Zerwas
Title: Assistant Secretary

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the holder thereof, be cancelled and retired and cease to exist without conversion or exchange or payment of any consideration therefor.

5. Organizational Documents of the Surviving LLC. The Articles of Organization and Limited Liability Company Agreement of the Surviving LLC, in force and effect as of the Effective Time, shall continue to be the Articles of Organization and Limited Liability Company Agreement, respectively, of the Surviving LLC until amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

6. Management of the Surviving LLC. David S. Freysinger, the sole manager of the Surviving LLC, shall continue to be vested with management powers over the Surviving LLC.

7. Further Assurances. The proper officers of the Surviving LLC and the general partner of the Merging LP are hereby authorized, empowered and directed to do any and all lawful acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents, which shall or may become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or the merger provided for herein.

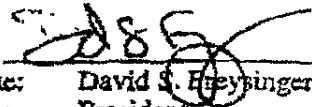
8. Amendment and Termination. This Agreement and Plan of Merger may be amended or terminated at any time prior to the Effective Time by agreement of the parties hereto.

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IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed as of the date set forth above.

ORION POWER ATLANTIC, LTD.

By: Orion Power Atlantic LLC,
its general partner

By: 
Name: David S. Freysinger
Title: President

ORION POWER ATLANTIC LLC

By: 
Name: David S. Freysinger
Title: President

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