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TED W. WEEKS, III
A. H. LANE (RETIRED)

July 29, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

300002947673--3
-08/02/99-01109-023
***337.50 ***337.50

Re: Central Florida Repowering Partners, L.L.C., a Florida Limited Liability Company

Ladies and Gentlemen:

Enclosed please find the original and a duplicate of the following documents for the formation of the above named Florida Limited Liability Company:

- (a) The duly executed Articles Of Organization For A Florida Limited Liability Company;
- (b) The duly executed Affidavit Of Membership And Contributions; and
- (c) The duly executed Certificate Of Designation Of Registered Agent/Registered Office.

Our search of the Secretary of State's On-Line Records indicates that the aforesaid name is available for a Florida Limited Liability Company. After examination, please file the original of the Articles Of Organization effective **July 30, 1999** and then furnish to the undersigned a Certificate Of Organization with respect to the above named Limited Liability Company.

Next, enclosed please find this Firm's check in the amount of \$337.50 to cover the filing fee for the Articles Of Organization in the amount of \$250.00, the filing fee for the Certificate Of Designation Registered Agent/Registered Office in the amount of \$35.00 and the fee for furnishing a certified copy in the amount of \$52.50.

If there are any questions concerning any of the foregoing, it would be greatly appreciated if you would telephone the undersigned collect at (941) 284-2209.

LANE, TROHN, BERTRAND & VREELAND, P.A.

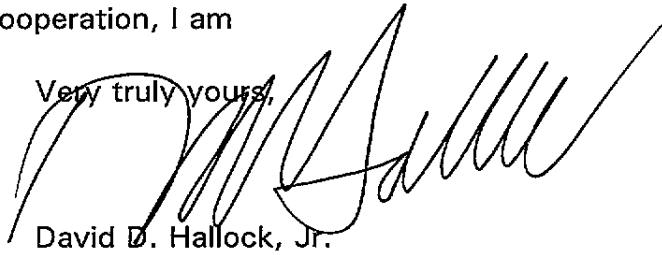
LANE, TROHN, BERTRAND & VREELAND, P.A.

July 29, 1999

Page 2

Thanking you for your usual cooperation, I am

Very truly yours,

A handwritten signature in black ink, appearing to read "David D. Hallock, Jr.", written over the typed name.

David D. Hallock, Jr.

DDH/sb
Enclosures

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CLERK OF SUPERIOR COURT
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**ARTICLES OF ORGANIZATION OF
CENTRAL FLORIDA REPOWERING PARTNERS, L.L.C.**

The undersigned hereby present(s) these Articles of Organization for the formation of a Limited Liability Company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

NAME

The name of the Limited Liability Company is CENTRAL FLORIDA REPOWERING PARTNERS, L.L.C.

ARTICLE II

PRINCIPAL OFFICE

The mailing address of the Limited Liability Company is P.O. Box 5875, Lakeland, Florida 33807 and the street address of the principal office of the Limited Liability Company is 5519 Scott View Lane, Lakeland, Florida 33813.

ARTICLE III

DURATION

The Limited Liability Company shall have perpetual existence, commencing on July 30, 1999.

ARTICLE IV

PURPOSE

The Limited Liability Company is organized for the purpose of transacting any and all lawful business.

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ARTICLE V

MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) is or are: Joseph Fagan, 10457 S.E. Banyan Way, Tequesta, Florida 33463; John Barber 2058 S. State Street, Ann Arbor, Michigan 48104; Arthur J. Roth, 5519 Scott View Lane, Lakeland, Florida 33813.

ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Limited Liability Company is Lane, Trohn, Bertrand & Vreeland, P.A., One Lake Morton Drive, Lakeland, Florida 33801 and the name of the initial registered agent of the Limited Liability Company at that office is David D. Hallock, Jr.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

Except to the extent otherwise provided in the Regulations of the Limited Liability Company, no additional person and no entity shall be admitted as a Member of the Limited Liability Company unless each Member consents in writing to the admission to membership of such additional person or entity.

ARTICLE VIII

MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Limited Liability Company or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company, the

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remaining Members shall have the right to continue the business of the Limited Liability Company provided that each Member shall consent in writing to such continuation of the business of the Limited Liability Company.

ARTICLE IX

INDEMNIFICATION

Except to the extent otherwise provided in the Regulations of the Limited Liability Company, the Limited Liability Company shall indemnify each person or entity who was or is a Member, director, officer, employee or agent of the Limited Liability Company to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Member or Members has or have executed these Articles of Organization this 30th day of July, 1999.

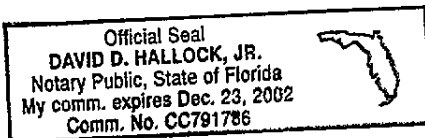
A. J. ROTH & ASSOCIATES, INC.

By: [Signature]
Arthur J. Roth, President

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STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles Of Organization were acknowledged before me this 30th day of July, 1999, by ARTHUR J. ROTH, as President of A. J. ROTH & ASSOCIATES.



(AFFIX NOTARY SEAL)

[Signature]
NOTARY PUBLIC, State of Florida at Large

David D. Hallock, Jr
(Printed Name)

My commission expires: 12/23/02
My commission number: CC791786

CENTRAL FLORIDA REPOWERING PARTNERS, L.L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, being a Member or the Members of CENTRAL FLORIDA REPOWERING PARTNERS, L.L.C., hereby depose(s) and say(s):

1. The above named Limited Liability Company has at least one (1) Member.
2. The total amount of cash which has been contributed, which will be contributed or which is anticipated to be contributed by the Members to the above named Limited Liability Company is \$100.00.
3. No Member has contributed or has agreed to contribute any property to the above named Limited Liability Company.

IN WITNESS WHEREOF, the undersigned, being a Member or the Members of the above named Limited Liability Company, has or have signed this Affidavit this 30th day of July, 1999.

A. J. ROTH & ASSOCIATES, INC.

By: [Signature]
Arthur J. Roth, President

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STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING INSTRUMENT was acknowledged before me this 30th day of July, 1999, by ARTHUR J. ROTH, as President of A.J. ROTH & ASSOCIATES, INC., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced a Florida driver's license as identification, and did not take an oath.

(Affix Seal)
Notary Seal
DAVID D. HALLOCK, JR.
Notary Public, State of Florida
My comm. expires Dec. 23, 2002
Comm. No. CC791786

[Signature]
NOTARY PUBLIC

David D Hallock, Jr.
(Type or Print Name of Notary)

My Commission Expires: 12/23/02

NOTE: In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

CERTIFICATE OF DESIGNATION

OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 AND SECTION 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is: CENTRAL FLORIDA REPOWERING PARTNERS, L.L.C.

2. The name and street address of its initial registered agent and initial registered office are:

David D. Hallock, Jr.
Lane, Trohn, Bertrand & Vreeland, P.C.
One Lake Morton Drive
Lakeland, Florida 33801

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DIVISION OF CORPORATE
AND BUSINESS REGISTRATION

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.



DAVID D. HALLOCK, JR.

Date: 7/30/99