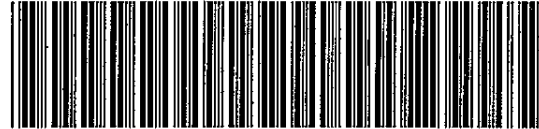


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Denise A. Millovitch
Assistant to the
Corporate Secretary
702 North Franklin Street
Tampa, Florida 33602
Direct: (813) 228-1431
Fax: (813) 228-1328

February 26, 2004

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Foreign Qualifications

Dear Sir or Madam:

Enclosed are good standing certificates and applications (in duplicate original) for authorization to transact business in Florida for the following entities:

Union Power I, LLC (general partner of Union Power Partners, L.P.)
- UPP Finance Co, LLC
Panda Gila River I, LLC (general partner of Panda Gila River, L.P.)
Trans-Union Interstate I, LLC (general partner of Trans-Union Interstate Pipeline, L.P.)
Union Power Partners, L.P.
Panda Gila River, L.P.
Trans-Union Interstate Pipeline, L.P.

Designation of registered agent and certificate of status fees are included in the fees paid for each entity. Please forward the certificates of status to me at the address listed above. I have enclosed a return Federal Express envelope for your convenience.

If you have any questions, please call me at (813) 228-1431.

Very truly yours,


Denise A. Millovitch
Paralegal

Enclosures

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

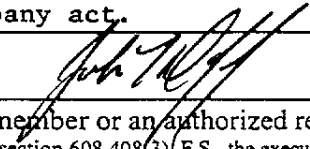
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IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. UPP Finance Co, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2927090
(FEI number, if applicable)
4. March 7, 2001
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 14, 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 702 N. Franklin Street
Tampa, Florida 33602
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

<u>John T. Duff</u>	<u>Charles R. Black</u>
<u>Manager</u>	<u>Manager</u>
<u>702 N. Franklin Street</u>	<u>702 N. Franklin Street</u>
<u>Tampa, Florida 33602</u>	<u>Tampa, Florida 33602</u>
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: To transact any or all lawful business for which limited liability companies may be organized to transact under the limited liability company act.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Union Power Partners, LP, as sole member

By: JOHN T. DUFF, Manager

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

04 FEB 26 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

UPP Finance Co, LLC

2. The name and the Florida street address of the registered agent and office are:

David E. Schwartz

(Name)

702 N. Franklin Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

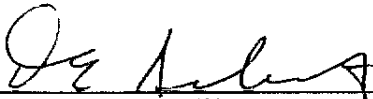
Tampa,

FL

33602

(City/State/Zip)

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 as provided for in Chapter 608, F.S.



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

The First State

PAGE 1

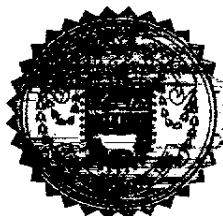
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPP FINANCE CO, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3365514 8300

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2890416

DATE: 01-26-04