



THE UNITED STATES CORPORATION COMPANY

A30727

ACCOUNT NO. : 072100000032

REFERENCE : 265981 7113216

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 35.00

ORDER DATE : June 7, 1999

ORDER TIME : 9:45 AM

ORDER NO. : 265981-070

200002901652--2

CUSTOMER NO: 7113216

CUSTOMER: Ms. Nancy Manning
U.s. Generating Company
7500 Old Georgetown Rd
13th Floor
Bethesda, MD 20814-6161

RECEIVED
99 JUN 11 AM 10:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 14 PM 1:17

CHANGE OF AGENT

NAME: INDIANTOWN COGENERATION, L.P.,
LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

B/K
7/14/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 11, 1999

MIMI STEPHENS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: INDIANTOWN COGENERATION, L.P., LIMITED PARTNERSHIP
Ref. Number: A30727

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We have received your document for INDIANTOWN COGENERATION, L.P., LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The R.A. Change must be signed by a general partner. We do not show INDIANTOWN PROJECT INVESTMENT PARTNERSHIP, L.P. as being a general partner of this limited partnership -- INDIANTOWN COGENERATION, L.P., LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or 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: 199A00031710

RESUBMIT
Please give original
submission date as file date.

LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Indiantown Cogeneration, L.P., Limited Partnership
Name of the limited partnership

2. 10/23/90 Date of filing/registration in Florida
3. A30727 Document number assigned

4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

CT Corporation System
Name
1200 South Pine Island Road
Address
Plantation, FL 33324
City, State and Zip

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5. The name and address of the new registered agent and/or office:

Corporation Service Company
Name
1201 Hays Street
Florida street address (P.O. Box not acceptable)
Tallahassee, FL 32301-2607
City, State and Zip

6. Such change(s) was/were authorized by the general partners.
Indiantown Project Investment Partnership, L.P.

By: [Signature]
Signature of General Partner Sanford L. Hartman, Secretary

I hereby accept the appointment as registered agent and agree to act in this capacity. If further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the limited partnership has been notified in writing of this change.

Corporation Service Company

By: [Signature]
Signature of Registered Agent

Karen E. Wehner, Asst. Vice President

**Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
Filing Fee: \$35.00**