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**Apr 11 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F94000003818 (1)
1. Corporation Name
INDIANTOWN COGENERATION FUNDING CORPORATION



Principal Place of Business: **7500 OLD GEORGETOWN RD., 13TH FLOOR BETHESDA MD 20814**
Mailing Address: **7500 OLD GEORGETOWN RD., 13TH FLOOR BETHESDA MD 20814-6133**

3. Date Incorporated or Qualified: **07/21/1994**
3a. Date of Last Report: **02/07/1996**

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-28) fields.
4. FEI Number: **52-1889595**
5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent: **CT CORPORATION SYSTEM, 1200 S. PINE ISLAND RD., PLANTATION FL 33324**
10. Name and Address of New Registered Agent (81-84) fields.

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: PD NAME: KEARNEY, JOSEPH P STREET ADDRESS: 7500 OLD GEORGETOWN RD., 13TH FLOOR CITY-ST-ZIP: BETHESDA MD 20814	<input type="checkbox"/> DELETE	1.1 TITLE: _____ 1.2 NAME: _____ 1.3 STREET ADDRESS: _____ 1.4 CITY-ST-ZIP: _____	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: SD NAME: IRIBE, P C STREET ADDRESS: 7500 OLD GEORGETOWN RD., 13TH FLOOR CITY-ST-ZIP: BETHESDA MD 20814	<input type="checkbox"/> DELETE	2.1 TITLE: _____ 2.2 NAME: _____ 2.3 STREET ADDRESS: _____ 2.4 CITY-ST-ZIP: _____	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: VD NAME: SEPPA, GERALD W STREET ADDRESS: 1600 SUMMER ST. 6TH FLOOR CITY-ST-ZIP: STAMFORD CT 06927	<input type="checkbox"/> DELETE	3.1 TITLE: _____ 3.2 NAME: _____ 3.3 STREET ADDRESS: _____ 3.4 CITY-ST-ZIP: _____	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: V NAME: COOPER, JOHN R STREET ADDRESS: 7500 OLD GEORGETOWN RD., 13TH FLOOR CITY-ST-ZIP: BETHESDA MD 20814	<input type="checkbox"/> DELETE	4.1 TITLE: _____ 4.2 NAME: _____ 4.3 STREET ADDRESS: _____ 4.4 CITY-ST-ZIP: _____	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: VT NAME: SHARPE, STEPHEN A STREET ADDRESS: 7500 OLD GEORGETOWN RD., 13TH FLOOR CITY-ST-ZIP: BETHESDA MD 20814	<input checked="" type="checkbox"/> DELETE	5.1 TITLE: _____ 5.2 NAME: _____ 5.3 STREET ADDRESS: _____ 5.4 CITY-ST-ZIP: _____	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: _____ NAME: _____ STREET ADDRESS: _____ CITY-ST-ZIP: _____	<input type="checkbox"/> DELETE	6.1 TITLE: _____ 6.2 NAME: _____ 6.3 STREET ADDRESS: _____ 6.4 CITY-ST-ZIP: _____	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *P. Crisman Iribe* 3-14-97 301-718-6800
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)