

F94000003818



ACCOUNT NO. : 072100000032

REFERENCE : 265981 7113216

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 35.00

ORDER DATE : June 7, 1999

ORDER TIME : 9:46 AM

ORDER NO. : 265981-075

400002901654--6

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
STATE
MENT
DILIA
MENT
CORPORATION
DIVISION OF CORPORATION
TALLAHASSEE FLORIDA

CHANGE OF AGENT

NAME: INDIANTOWN COGENERATION
FUNDING CORPORATION

FILED
99 JUN 11 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

C. COULLIETTE JUN 11 1999

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Indiantown Cogeneration Funding Corporation

2. The mailing address of the corporation is: 7500 Old Georgetown Road, 13th floor,
Bethesda, Maryland 20814-6161

3. Date of incorporation/qualification: 7/21/94 Document number: F94000003818

4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

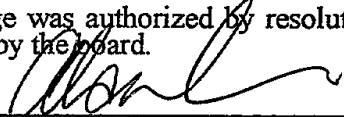
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301-2607

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.


Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

June 3, 1999
(Date)

Alan W. Slepian, Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By:  6-10-99
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Corporation Service Company Karen E. Wehner, Asst. Vice President
(Typed or Printed Name) (Capacity)

*** FILING FEE: \$35.00 ***