

F97000002597

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

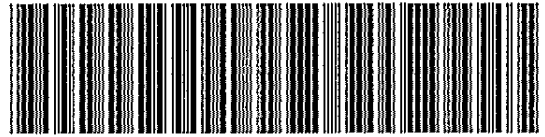
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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Chas.
SP



DELANEY CORPORATE SERVICES, LTD.

823 Congress Avenue, Suite 225, Austin, Texas 78701
877-499-7900 • 512-499-8999 • 512-499-8989 (fax)
jjulian@delaneycorporate.com

An Affiliate of National Registered Agents, Inc.

February 25, 2007

Division of Corporations:

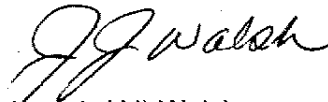
Please process the attached documents through your office.

All filing fees are attached. Please return a copy of file stamped document to:

Delaney Corporate Services, Ltd.
Attn: JJ Walsh
823 Congress Avenue, Suite 225
Austin, TX 78701

Should you have any questions please contact me at 877-499-7900 Ext. 201

Very truly yours,



Joseph (JJ) Walsh
Manager

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Total Gas & Power North America, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F97000002597

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph Canham

(Name of Contact Person)

Delaney Corporate Services, Ltd.

(Firm/Company)

823 Congress Avenue, Suite 225

(Address)

Austin, TX 78701

(City/State and Zip Code)

For further information concerning this matter, please call:

Joseph Canham

(Name of Contact Person)

at (512) 499-8999

(Area Code & Daytime Telephone Number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Total Gas & Power North America, Inc.
2. The principal office address: 800 Gessner Street, Suite 700
Houston, TX 77024
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 07/31/2003 Document number: F97000002597
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System

1200 So Pine Island Rd.

Plantation, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

NRAI Services, Inc.

2731 Executive Park Drive, Suite 4


(P.O. Box NOT acceptable)

Weston, FL 33331

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TALLAHASSEE, FLORIDA

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, or the corporation has been notified in writing of the change.


(Signature of an officer or director)

Bruce E. Henderson, Vice President
(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

2/24/2007
(Date)

If signing on behalf of an entity:

Joseph Canham, Assistant Secretary
(Typed or Printed Name)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314