

F97000002738

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

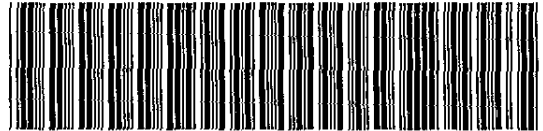
(Business Entity Name)

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RECEIVED
02 NOV 20 AM 11:18
DIVISION OF CORPORATION
FILED
2002 NOV 20 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coulliette NOV 20 2002

CT CORPORATION SYSTEM

November 20, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

Re: Order #: 5727061 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Cottonwood Power Corporation (DE)
Withdrawal
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Katrina Forsman
Fulfillment Specialist
Katrina_Forsman@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

COTTONWOOD POWER CORPORATION
(Name of Corporation)

DELAWARE
(Incorporated Under Laws Of)

2002 NOV 20 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

Attn. General Counsel - c/o Bechtel Enterprises - 50 California Street
(Mailing Address)

San Francisco, CA 94111
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Walter Napolio Assistant Controller
Signature of the chairman or vice chairman of the board, Title
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Walter Napolio November 8, 2002
Typed or printed name Date