

M00000001929
PREMIER CORPORATE SERVICES, INC.

An affiliate of National Registered Agents, Inc.

208 South LaSalle Street, Suite 1855
Chicago, IL 60604
(312) 346-3606 (800) 934-2556
Fax: (312) 346-3607

MJM

April 17, 2001

Via Regular Mail

Florida Secretary of State
Attn: Corporations Division
P.O. Box 6327
Tallahassee, FL 32314-6327

M-1929

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-04/20/01--01101--003
*****25.00 *****25.00

Re: Enron Corp. Change of Agents

Dear Sir/Madam:

Our client, Enron Corp. would like to change the registered agent on all of their entities to National Registered Agents, Inc.. For the purpose of completing that change, I have enclosed herewith another batch of filings containing one original and one copy of the appropriate change form for 1 LLC. Also enclosed is our check in the amount of \$25.00 in payment of the estimated filing fees.

Please file on a routine basis, and upon completion, evidence of the filings should be returned, by regular mail, to my attention at the letterhead address.

Thank you for your help and cooperation in processing this request. If you have any questions, or need any additional information/monies, please contact me, toll free, at (800) 934-2556, prior to returning any rejected documents.

Thank you.

Sincerely,



Tony Alexander
President

TA/ga
Enc.

01 APR 20 PM 4:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: Fort Pierce Repowering Project, LLC

2. The mailing address of the limited liability company is : 1400 Smith Street
Houston, TX 77002

3. Date of filing/registration in Florida September 15, 2000 4. Document number M00000001929

5. 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

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

NRAI Services, Inc.
Name
526 E. Park Avenue
Florida street address (P.O. Box NOT acceptable)
Tallahassee FL 32301
City, State and Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Kate B. Cole
(Signature of a member or authorized representative of a member)

Kate B. Cole, Authorized Person
(Printed or typed name of signee)

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Anthony J. Alexander
(Signature of Registered Agent)
Anthony J. Alexander, Asst. Secretary

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