

**LIMITED LIABILITY COMPANY
UNIFORM BUSINESS REPORT (UBR)**

FILED
May 03, 2002 8:00 am
Secretary of State

05-03-2002 90038 004 ****50.00

DOCUMENT # M00000001929

1. Entity Name

Fort Pierce Repowering Project, LLC

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

1400 Smith St.

3. Mailing Address

90 1650 Highway G

Suite, Apt. #, etc.

Suite, Apt. #, etc.

Suite 100

DO NOT WRITE IN THIS SPACE

City & State

Houston, Texas

City & State

Sugar Land, Texas

4. FEI Number

52-0404201

Applied For

Not Applicable

Zip

77002

Country

U.S.A.

Zip

77478

Country

U.S.A.

5. Certificate of Status Desired

\$5.00 Additional Fee Required

**DO NOT WRITE
IN THIS SPACE**

7. Name and Address of Current Registered Agent

Name

National Registered Agents, Inc.

Street Address (P.O. Box Number is Not Acceptable)

526 East Park Avenue

City

Tallahassee

FL

Zip Code
32301

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

DATE

FEE IS \$50.00

Make Check Payable to Department of State
DUE BY MAY 1

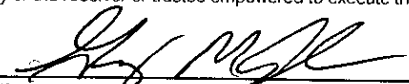
9. MANAGING MEMBERS / MANAGERS

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP
MGR	L Don Miller	1400 Smith St.	Houston, Texas 77002				
	See Attached List						

**DO NOT WRITE
IN THIS SPACE**

11. I 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 report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE:



Gregory M. Apke

4/17/02 (281)565-705

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE

Date

Daytime Phone #

CR2E083B (12/01)

Attachment
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Fort Pierce Repowering Project, LLC

Federal ID #: 52-0406201

Primary Address:
1400 Smith Street
Houston, Tex. 77002

DIRECTORS: Title:

OFFICERS: Title:

Timothy A. DeSpain	Vice President and Treasurer
Jordan H. Mintz	Managing Director and General Counsel, Tax
Elaine V. Overturf	Deputy Corporate Secretary
Kate B. Cole	Assistant Secretary
Susan K. Musch	Assistant Secretary

Attachment

951697

#M00000001929

LIMITED POWER OF ATTORNEY

KNOW ALL MEN, that each of the limited liability companies listed on Exhibit A, attached hereto and incorporated herein as if set forth verbatim, each duly created, organized and existing under and by virtue of the laws of the State of Delaware, in the United States of America, and each having its principal office at 1400 Smith Street, Houston, Texas 77002-7361, USA (each individually referred to herein as "Company"), do hereby constitute and appoint Robert D. Kimbrell or Gregory M. Apke, either one of them acting alone, (hereinafter referred to as "Agent"), of Apke & Kimbrell, L.L.P., with a place of business at 1650 Highway 6, Suite 100, Sugar Land, Texas 77478, its true and lawful attorney, to carry on the specified business and affairs of said Company strictly related and limited to the preparation and filing of state-required Annual Reports and ancillary documents with the respective state agency and to pay certain taxes and fees due from Company on a reimbursement basis and for that purpose:

- (1) To act on behalf of Company with reference to Annual Report matters, Annual Reports and returns of Company within the United States, including the preparation and filing of Annual Reports, returns and related exhibits or filings and to execute the same on behalf of Company; and
- (2) To make payments for taxes, filing fees or costs associated with Annual Reports or returns or fees owed by Company; and
- (3) To ask, demand, recover and receive of and from all tax authorities, all sums of money and interest owing, refundable or payable to Company, or that at any time hereafter becomes owing or belongs to Company; and
- (4) Generally, to do, execute and perform any other act, deed, matter or thing that ought to be done, executed or performed, or that, in the opinion of said Agent, ought to be done, executed, or performed, in and about the Annual Reports and returns of Company, of every nature and kind, as fully and effectually as said Company could do if it were personally present.

Company does hereby agree to, and hereby does ratify and confirm, all of whatsoever said Agent shall lawfully do or cause to be done by virtue of this Power related and limited to Annual Report and return filings.

All of the foregoing rights, powers, authorities and privileges shall be effective on November 1, 2001, and shall automatically be revoked when the Agreement for Project Services by Apke & Kimbrell, L.L.P., dated November 1, 2001, has been terminated.

IN WITNESS WHEREOF, an authorized officer of Company has signed this instrument in the County of Harris, State of Texas, United States of America, on the 24 day of October, 2001.

By:

Kate B. Cole
Kate B. Cole, Assistant Secretary

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Attachment
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EXHIBIT A

Athens Development Company, L.L.C.
Athens Green Land Development, L.L.C.
Badger Land Development Company, L.L.C.
Bollinger Development Company, L.L.C.
Boone Development Company, L.L.C.
Brave Land Development Company, L.L.C.
Bright Star Energy, LLC
Broward Development Company, L.L.C.
Buchanan Development Company, L.L.C.
Buckeye Land Development Company, L.L.C.
Calcasieu Development Company, L.L.C.
Calvert City Power I, L.L.C.
Cape Girardeau Development Company, L.L.C.
Challenger Development Company, L.L.C.
County Line Development Company, L.L.C.
Coventry Land Development Company, L.L.C.
Dade Development Company, L.L.C.
Deerfield Beach Energy Center, L.L.C.
Delta Land Development Company, LLC
East Fork Land Development Company, L.L.C.
Edgecombe Development Company, L.L.C.
Endeavour Development Company, L.L.C.
Enron Sandhill GP, L.L.C.
Enron Sandhill LP, L.L.C.
Fort Pierce Repowering Project, LLC
Fulton Power I, LLC
Gotham Energy, L.L.C.
Gotham Land Development Company, LLC
Grimes Development, LLC
Hartwell Development Company, L.L.C.
Hawkeye Land Development Company, L.L.C.
Homestead Development Company, LLC
Hoosier Land Development Company, L.L.C.
Jefferson Davis Development Company, L.L.C.
Kendall New Century Development, L.L.C.
Lauderdale Land Development Company, LLC
Legacy Land Development Company, L.L.C.
Liberty Land Development Company, L.L.C.
Lone Star Land Development GP Company, L.L.C.
Lone Star Land Development LP Company, L.L.C.
Louisa Development Company, L.L.C.
Master Land Development Holding Company, L.L.C.
Merchant Energy Ventures II, LLC
Met Land Development Company, LLC

Attachment

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- Midway Development Company, L.L.C.
- Montague Development, LLC
- North Haven Energy Park, L.L.C.
- Onondaga Energy Venture, L.L.C.
- Palm Beach Development Company, L.L.C.
- Patriot Land Development Company, L.L.C.
- Pompano Beach Energy Center, L.L.C.
- Position Land Development Company, L.L.C.
- Sawgrass Development Company, L.L.C.
- Shelby Power I, L.L.C.
- Sprague Energy Park, L.L.C.
- St. Charles Development Company, L.L.C.
- St. Lucie Development Company, L.L.C.
- Stoddard Development Company, L.L.C.
- Tarheel Land Development Company, L.L.C.
- Titan Land Development Company, L.L.C.
- Underwood Development Company, L.L.C.
- Volunteer Land Development Company, L.L.C.
- Voyager Development Company, L.L.C.
- Wood Development Company, L.L.C.