FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

PROFIT CORPORATION ANNUAL REPORT **1998**

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Apr 24 1998 8:00am
Secretary of State

DOCUMENT # P33621 **(4)**

1. Corporation Name
CEDAR BAY COGENERATION, INC.

Principal Place of Business	Mailing Address
444 MARKET STREET SUITE 1900 SAN FRANCISCO CA 94111	444 MARKET STREET SUITE 1900 SAN FRANCISCO CA 94111

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **04/18/1991**

4. FEI Number: **54-1457560** ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☒ **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ **$5.00** May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. ☐ Yes ☐ No

2. Principal Place of Business	2a. Mailing Address
21 7500 OLD GEORGETOWN RD.	26 7500 OLD GEORGETOWN RD
Suite, Apt #, etc.: 22 13TH FLOOR	Suite, Apt. #, etc.: 27 13TH FLOOR
City & State: 23 BETHESDA, MD	City & State: 28 BETHESDA, MD
Zip: 24 20814 Country: 25 USA	Zip: 29 20814 Country: 30 USA

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE ______ Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	☐ DELETE	1.1 TITLE	PD ☒ Change ☐ Addition
NAME	DISTEFANO, TONY F.		1.2 NAME	JOSEPH P. KEARNEY
STREET ADDRESS	444 MARKET STREET, SUITE 1900		1.3 STREET ADDRESS	ONE MARKET, SPEAR TOWER, SUITE 2400
CITY-ST-ZIP	SAN FRANCISCO CA		1.4 CITY-ST-ZIP	SAN FRANCISCO CA 94105
TITLE	VPTD	☒ DELETE	2.1 TITLE	V ☐ Change ☒ Addition
NAME	BOOTH, STUART W		2.2 NAME	JOHN COOPER
STREET ADDRESS	444 MARKET STREET SUITE 1900		2.3 STREET ADDRESS	7500 OLD GEORGETOWN RD
CITY-ST-ZIP	SAN FRANCISCO CA		2.4 CITY-ST-ZIP	BETHESDA MD 20814
TITLE	VP	☐ DELETE	3.1 TITLE	VP ☒ Change ☐ Addition
NAME	IRIBE, CHRISMAN		3.2 NAME	P. CHRISMAN IRIBE
STREET ADDRESS	444 MARKET STREET SUITE 1900		3.3 STREET ADDRESS	7500 OLD GEORGETOWN RD
CITY-ST-ZIP	SAN FRACISCO CA		3.4 CITY-ST-ZIP	BETHESDA MD 20814
TITLE	S	☒ DELETE	4.1 TITLE	V/S ☐ Change ☒ Addition
NAME	JONES, RICHARD C		4.2 NAME	STEPHAN A. HERMAN
STREET ADDRESS	444 MARKET STREET SUITE 1900		4.3 STREET ADDRESS	7500 OLD GEORGETOWN RD.
CITY-ST-ZIP	SAN FRANCISCO CA		4.4 CITY-ST-ZIP	BETHESDA MD 20814
TITLE	AS	☐ DELETE	5.1 TITLE	AS ☒ Change ☐ Addition
NAME	ENDLER, GERALD S.		5.2 NAME	GERALD S. ENDLER
STREET ADDRESS	4444 MARKET STREET SUITE 1900		5.3 STREET ADDRESS	7500 OLD GEORGETOWN RD.
CITY-ST-ZIP	SAN FRANCISCO CA		5.4 CITY-ST-ZIP	BETHESDA MD 20814
TITLE	AS	☒ DELETE	6.1 TITLE	V/T ☐ Change ☒ Addition
NAME	ALLEN, TRACY C.		6.2 NAME	DAVID N. BASSETT
STREET ADDRESS	444 MARKET ST, STE 1900		6.3 STREET ADDRESS	7500 OLD GEORGETOWN RD.
CITY-ST-ZIP	SAN FRANCISCO CA		6.4 CITY-ST-ZIP	BETHESDA MD 20814

14. 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 annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: DAVID N. BASSETT TREASURER 4/6/98 (301) 280-6800

CR2E034 (10/97)