

843029

FILED
2002 JAN 23 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 801123 4321945

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 35.00

ORDER DATE : January 21, 2002

ORDER TIME : 9:45 AM

ORDER NO. : 801123-005

CUSTOMER NO: 4321945

CUSTOMER: Ms. Maureen Shearer
The Aes Corporation
Suite 2000
1001 North 19th Street
Arlington, VA 22209

200004791982--2

CHANGE OF AGENT

NAME: AES OCEAN CAY, LTD. CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

RECEIVED
02 JAN 23 AM 11:25
DIVISION OF CORPORATION

G. Coulllette JAN 23 2002



**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, the undersigned corporation organized under the laws of the State of Nevada 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 corporation : AES OCEAN CAY, LTD. CORP.
2. The mailing address of the corporation : c/o The AES Corporation, Suite 2000, 1001 North 19th Street, Arlington, VA 22209

3. Date of incorporation/qualification: April 16, 1979 Document number: 843029

4. The name and address of the current registered agent and office:

C T Corporation System
1200 S. Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed)
(P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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.

Maureen B. Shearer
(Signature of an officer, chairman or vice chairman of the board)

1-18-02
(Date)

Maureen Shearer, Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Maureen Cullen
(Signature of Registered Agent)

1/22/02
(Date)

If signing on behalf of an entity:

Maureen Cullen, Assistant Vice President

(Typed or Printed Name)

(Capacity)

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