A 31304

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

Pursuant to the provisions of section 620.1115, Florida Statutes, the undersigned limited partnership or limited liability limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. Pasco Cogen, Ltd.	
Name of Limited Partnership or Limited Liability Limited Partnership	
2. 9/24/04 3. A31304	
Date of filing/registration in Florida Florida document number	
4. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:	
Sheila M. McDevitt	
Name	
702 N. Franklin St. Address	
Tampa, FL 33602	
City, State and Zip	
5. The name and Florida street address of the new registered agent and/or office:	
C. A. Attal III	
Name ORT W	
702 N. Franklin St.	
Florida street address (P.O. Box not acceptable)	
Tampa FL 33602	
City, State and Zip	
Signature of General Partner David E. Schwartz, Secretary of Pasco Power GP, as GP of Pasco Project Investment Partnership, a GP of Pasco Co 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 an accept the obligations of my position as registered agent. Signature of Registered Agent	
Filing Fee: \$35.00 Certified Copy (optional): \$52.50	