

CT CORPORATION SYSTEM

June 18, 2001

A 32451

RE: AUBURNDALE POWER PARTNERS, LIMITED PARTNERSHIP (DE. DOM.)
COURTNEY HOLDINGS, L.P. (DE. DOM.)

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700004425297--4
-05/18/01--01122--002
*****87.50 *****87.50


Dear Sir:

We enclose resignation executed in duplicate, by the agent for service of process for each of the above corporations. Also enclosed are 2 checks in the amount of \$87.50 each to cover the required filing fee.

Please acknowledge receipt by signing and returning the enclosed copy of this letter. For your convenience, we enclose a stamped self-addressed envelope.

Very truly yours,

C T CORPORATION SYSTEM


Theresa Alfieri
Senior Supervisor &
Assistant Secretary

TA/hm
Enclosure

FILED
01 JUN 22 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A 32451
6-22-01 CM
RVA
200

111 Eighth Avenue
New York, NY 10011
Tel. 212 894 8940
Fax 212 590 9180



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

**RESIGNATION OF REGISTERED AGENT
FOR A LIMITED PARTNERSHIP**

Pursuant to the provisions of section 620.1051(2), Florida Statutes, the undersigned,

C T CORPORATION SYSTEM

(Name of Registered Agent)

, hereby resigns as Registered Agent for

AUBURNDALE POWER PARTNERS, LIMITED PARTNERSHIP (DE. DOM.)

(Name of Limited Partnership)

A copy of this resignation was mailed to the above listed partnership at its last known address. C/O Edison Mission Energy 18101 Von Karman Avenue Ste. 1700

Irvine, CA 92612-1046 Attn: Michelle Johnson Legal Assistant

The agency is terminated and the office discontinued on the 31st day after the date of which this statement is filed.

(Signature)

ASSISTANT SECRETARY

FILED
01 JUN 22 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE: \$ 87.50