

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

**LIMITED PARTNERSHIP
ANNUAL REPORT
1998**



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN -9 PM 1:32

1. Name of Limited Partnership

1a. DOCUMENT #
B93000000527

FLORIDA COGEN DEVELOPMENT COMPANY, LTD.



Mailing Address PO BOX 4411 HOUSTON TX 77210-4411		Principal Office Address -2500 CITYWEST BLVD- -SUITE 150- HOUSTON TX 77042-		3. Date Formed or Registered 12/01/1993	5a. Capital Contributions as Shown on record. \$100.00
2. Mailing Address		2a. Principal Office Address 1000 LOUISIANA SUITE, 5800, HOUSTON, TX 77002 DE		3a. Date of Last Report 12/18/1996	5b. Amount of Capital Contributions in FLORIDA to date: \$ 100.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.		4. State or Country of Formation		
City & State	City & State		6. FEI Number 76-0418167		
Zip	Country	Zip	Country	7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
8. Make check payable to: Dept. of State (See reverse side for fee information)					

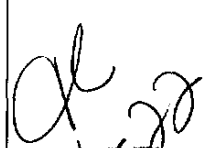
9. Name and Address of Current Registered Agent		10. If changed, new Registered Agent/Office	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		Name	
		Street Address (P.O. Box Number Is Not Acceptable)	
		Suite, Apt. #, etc.	
		City	Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____

DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
FLORIDA COGEN DEVELOPMENT, I	2500 CITYWEST BLVD., 1000 LOUISIANA, #5800	HOUSTON TX 77042 77002	F93000004959
 700002410927-7 -01/23/98--01/23--016 ****156.25 ****156.25			

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE _____

DATE **12/31/97**

Typed or Printed Name of General Partner Signing Form _____

Daytime Telephone Number _____

CR2E003 (6/97)