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DIVISION OF REGISTRATION

C. Oulllette JUL 30 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 180857 4379392
AUTHORIZATION : *Patricia Pizant*
COST LIMIT : \$ 35.00

ORDER DATE : July 24, 2003
ORDER TIME : 10:44 AM
ORDER NO. : 180857-095
CUSTOMER NO: 4379392
CUSTOMER: Manuel Mangrobang
Calpine Corporation
6th Floor
50 West San Fernando
San Jose, CA 95113

CHANGE OF AGENT

NAME: VENTURE ACQUISITION COMPANY
(DELAWARE)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

**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,
this statement of change is submitted for a corporation organized under the laws of the State of
Delaware in order to change its registered office or registered agent, or both, in the State
of Florida.

1. The name of the corporation: VENTURE ACQUISITION COMPANY (DELAWARE)

2. The principal office address: _____

50 West San Fernando Street, San Jose, CA 95113

3. The mailing address (if different): _____

4. Date of incorporation/qualification: 12/01/2000 Document number: F01000000519

5. The name and street address of the current registered agent and registered office on file with the
Florida Department of State:

NRAI Services, Inc.

526 East Park Avenue

Tallahassee, FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if
changed):

Corporation Service Company

1201 Hays Street

(P.O. Box or personal mailbox NOT acceptable)

Tallahassee, FL 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, or the corporation has been notified in writing of the change.

Blanca Lozada
(Signature of an officer, chairman or vice chairman of the board)

Blanca Lozada, Attorney in Fact
(Printed or typed name and title)

*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. Or, if this document is being filed merely to reflect a change in the registered
office address, I hereby confirm that the corporation has been notified in writing of this change.*

Sylvia Queppet
(Signature of Registered Agent)

July 24, 2003
(Date)

If signing on behalf of an entity:

Sylvia Queppet
(Typed or Printed Name)

Asst. Vice President
(Capacity)

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

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314