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C. Coulliette NOV 22 2002



ACCOUNT NO. : 072100000032

REFERENCE : 829746

AUTHORIZATION :

Patricia Pappas
7331967

COST LIMIT : \$ 35.00

ORDER DATE : November 21, 2002

ORDER TIME : 10:32 AM

ORDER NO. : 829746-005

CUSTOMER NO: 7331967

CUSTOMER: Ms. Barbara .. Farr
U.s. Energy Systems, Inc.
1 North Lexington
4th Floor
White Plains, NY 10601

CHANGE OF AGENT

NAME: U.S. ENERGY SYSTEMS, INC.
(DELAWARE)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Ta-tanisha Adams

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 Delaware 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 : U.S. ENERGY SYSTEMS, INC. (DELAWARE)

2. The mailing address of the corporation :

One North Lexington Avenue, 4th Floor, White Plains, NY 10601

3. Date of incorporation/qualification: August 31, 1995 Document number: F9500000

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

David W. Szyszko

1340 N. US Highway 1, Suite 102

Jupiter, Florida 33469

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.

Barbara Farr
(Signature of an officer, chairman or vice chairman of the board)

Nov. 18, 2002
(Date)

Barbara Farr, 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.

Carol K. Dolor
(Signature of Registered Agent)

11/21/2002
(Date)

If signing on behalf of an entity:

Carol K. Dolor
(Typed or Printed Name)

Assistant Vice President
(Capacity)

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

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