

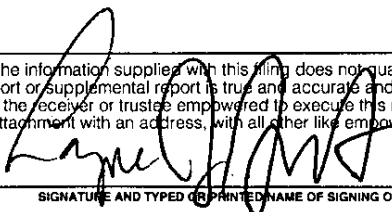


# 2005 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**May 06, 2005 8:00 am**  
**Secretary of State**

05-06-2005 90085 037 \*\*\*150.00

<b>DOCUMENT # F96000004478</b>					
<b>1. Entity Name</b> TARPON POWER, INC.					
<b>Principal Place of Business</b> C/O SITHE ENERGIES, INC 335 MADISON AVE, 28TH FL NEW YORK, NY 10017			<b>Mailing Address</b> C/O SITHE ENERGIES, INC 335 MADISON AVE, 28TH FL NEW YORK, NY 10017		
<b>2. Principal Place of Business</b>		<b>3. Mailing Address</b> 1000 Louisiana St.			
Suite, Apt. #, etc.		Suite, Apt. #, etc. Ste 5800, Attn: Tax Dept			
City & State		City & State Houston, Tx 77002			
Zip	Country	Zip	Country		
<b>6. Name and Address of Current Registered Agent</b> UNITED CORPORATE SERVICES, INC. 9200 SOUTH DADELAND BLVD. SUITE 508 MIAMI, FL 33156-0000				<b>7. Name and Address of New Registered Agent</b>	
Name				Name	
Street Address (P.O. Box Number is Not Acceptable)				Street Address (P.O. Box Number is Not Acceptable)	
City				City <b>FL</b> Zip Code	
<b>8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.</b>					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
<b>FILE NOW!!! FEE IS \$150.00</b> <b>After May 1, 2005 Fee will be \$550.00</b>			<b>9. Election Campaign Financing</b> Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees		
<b>10. OFFICERS AND DIRECTORS</b>			<b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b>		
<b>TITLE</b> VT <b>NAME</b> MANILLA, SANDRA J <b>STREET ADDRESS</b> 335 MADISON AVE, 28TH FLOOR <b>CITY-ST-ZIP</b> NEW YORK, NY 10017	<input checked="" type="checkbox"/> Delete		<b>TITLE</b> Director and President <b>NAME</b> Alec G. Dreyer <b>STREET ADDRESS</b> 1000 Louisiana St. Ste 5800 <b>CITY-ST-ZIP</b> Houston, Tx 77002	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
<b>TITLE</b> PD <b>NAME</b> ROSENBERG, MARTIN B <b>STREET ADDRESS</b> 335 MADISON AVE, 28TH FLOOR <b>CITY-ST-ZIP</b> NEW YORK, NY 10017	<input checked="" type="checkbox"/> Delete		<b>TITLE</b> Director and SVP and General Counsel <b>NAME</b> Alisa B. Johnson <b>STREET ADDRESS</b> 1000 Louisiana St. Ste 5800 <b>CITY-ST-ZIP</b> Houston, Tx 77002	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
<b>TITLE</b> V <b>NAME</b> OLAGUES, DARREN <b>STREET ADDRESS</b> 335 MADISON AVE, 28TH FL <b>CITY-ST-ZIP</b> NEW YORK, NY 10017	<input checked="" type="checkbox"/> Delete		<b>TITLE</b> Sr. VP <b>NAME</b> Richard W. Eimer <b>STREET ADDRESS</b> 1000 Louisiana St, Ste 5800 <b>CITY-ST-ZIP</b> Houston, Tx 77002	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
<b>TITLE</b> S <b>NAME</b> PARK, HYUN <b>STREET ADDRESS</b> 335 MADISON AVE, 28TH FL <b>CITY-ST-ZIP</b> NEW YORK, NY 10017	<input checked="" type="checkbox"/> Delete		<b>TITLE</b> Secretary <b>NAME</b> Carolyn M. Campbell <b>STREET ADDRESS</b> 1000 Louisiana St, Ste 5800 <b>CITY-ST-ZIP</b> Houston, Tx 77002	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
<b>TITLE</b> D <b>NAME</b> WROBEL, BRUCE J <b>STREET ADDRESS</b> 335 MADISON AVE 28TH FL <b>CITY-ST-ZIP</b> NEW YORK, NY 10017	<input checked="" type="checkbox"/> Delete		<b>TITLE</b> Treasurer <b>NAME</b> Holly C. Nichols <b>STREET ADDRESS</b> 1000 Louisiana St, Ste 5800 <b>CITY-ST-ZIP</b> Houston, Tx 77002	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
<b>TITLE</b> _____ <b>NAME</b> _____ <b>STREET ADDRESS</b> _____ <b>CITY-ST-ZIP</b> _____	<input type="checkbox"/> Delete		<b>TITLE</b> VP-Tax <b>NAME</b> Layne J. Albert <b>STREET ADDRESS</b> 1000 Louisiana St, Ste 5800 <b>CITY-ST-ZIP</b> Houston, Tx 77002	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
<b>12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.</b>					
<b>SIGNATURE:</b> 			Layne J. Albert, VP-Tax 05/02/05 713-507-3695		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			Date Daytime Phone #		

ATTACHMENT

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#F9600000 4478

**Florida 2005 Annual Report**  
**Tarpon Power, Inc.**  
**Document No. F96000004478**

**Directors**

	<b>Title</b>	<b>Effective</b>	<b>First Elected</b>	<b>Last Elected</b>
Dreyer, Alec G.	Director	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Johnson, Alisa B.	Director	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005

**Officers**

	<b>Title</b>	<b>Effective</b>	<b>First Elected</b>	<b>Last Elected</b>
Dreyer, Alec G.	President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Eimer, Richard W.	Senior Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Hart, Terry A.	Senior Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Hart, Terry A.	Controller	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Johnson, Alisa B.	Senior Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Johnson, Alisa B.	General Counsel	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Nichols, Holli C.	Senior Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Nichols, Holli C.	Treasurer	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Albert, Layne J.	Vice President - Tax	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Campbell, Carolyn M.	Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Campbell, Carolyn M.	Secretary	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Cook, Charles C.	Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Cook, Charles C.	Assistant Treasurer	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Hickey, Gary L.	Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Johnson, Jennifer J.	Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Krueger, Lisa D.	Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
McFarland, Keith A.	Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Tellegen, Peter A.	Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Thompson, Daniel P.	Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Watts, Eric P.	Vice President	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Clanton, Gerald W.	Assistant Secretary	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Kettler, R. Kyle	Assistant Treasurer	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005
Maredia, Amin	Assistant Treasurer	Jan 31, 2005	Jan 31, 2005	Jan 31, 2005

**Address for all officers and directors:**  
**1000 Louisiana, Ste. 5800**  
**Houston, Texas 77002**