



F97000000518

ACCOUNT NO. : 072100000032

REFERENCE : 834043 7113216

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 35.00

ORDER DATE : September 18, 2000

ORDER TIME : 4:21 PM

ORDER NO. : 834043-105

CUSTOMER NO: 7113216

CUSTOMER: Ms. Nancy Manning
Pg&e Generating
7500 Old Georgetown Rd
13th Floor
Bethesda, MD 20814-6161

600003400036--8

CHANGE OF AGENT

NAME: PG&E ENERGY TRADING - POWER
HOLDINGS CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

FILED
00 SEP 20 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 20 PM 4:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DR
9/21/00

**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 California 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 is: PG&E Energy Trading - Power Holdings Corporation
2. The mailing address of the corporation is: 7500 Old Georgetown Road
Bethesda, MD 20814-6161
3. Date of incorporation/qualification: _____ Document number: _____
4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Accepted)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

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00 SEP 20 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Nancy A. Manning
(Signature of an officer, chairman or vice chairman of the board)

9/13/2000
(Date)

Nancy A. Manning, Assistant 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.

Corporation Service Company

By: Bobbie Hall
(Signature of Registered Agent)

Sept. 19, 2000
(Date)

If signing on behalf of an entity:

Bobbie Hall
(Typed or Printed Name)

Assistant Vice President
(Capacity)

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