

2005 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# F97000001417

FILED
Apr 30, 2005
Secretary of State

Entity Name: ORANGE COGENERATION GP II, INC.

Current Principal Place of Business:

1125 US 98 SOUTH
#100
LAKELAND, FL 33801 US

Current Mailing Address:

1125 US 98 SOUTH
#100
LAKELAND, FL 33801 US

New Principal Place of Business:

2929 ALLEN PARKWAY, SUITE 2200
ATTN: MATT BORSKI
HOUSTON, TX 77019 US

New Mailing Address:

2929 ALLEN PARKWAY, SUITE 2200
ATTN: MATT BORSKI
HOUSTON, TX 77019 US

FEI Number: 75-2562613 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent:

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324 US

Name and Address of New Registered Agent:

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.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

Title: GM () Delete
Name: SMITH, ALLAN W
Address: 1125 HWY 98 SOUTH SUITE 100
City-St-Zip: LAKELAND, FL 33801

Title: CEO () Delete
Name: KOEPEL, HOLLY K
Address: 155 W. NATIONWIDE BLVD
City-St-Zip: COLUMBUS, OH 43215

Title: P () Delete
Name: O'ROURKE, JOHN
Address: 1001 LOUISIANA STREET
City-St-Zip: HOUSTON, TX 77002

Title: S () Delete
Name: SIDDALL, DAVID L
Address: 1001 LOUISIANA STREET
City-St-Zip: HOUSTON, TX 77002

Title: AS (X) Delete
Name: KING, TIMOTHY A
Address: 1 RIVERSIDE PLAZA
City-St-Zip: COLUMBUS, OH 43215

Title: D (X) Delete
Name: SMITH, ALLAN W
Address: 1125 HWY 98 S., STE 100
City-St-Zip: LAKELAND, FL 33801

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: GM (X) Change () Addition
Name: JACOBSON, MALCOLM W
Address: 2929 ALLEN PARKWAY, SUITE 2200
City-St-Zip: HOUSTON, TX 77019

Title: CFO (X) Change () Addition
Name: SCHAGER, VINCENT J
Address: 2929 ALLEN PARKWAY, SUITE 2200
City-St-Zip: HOUSTON, TX 77019

Title: PRES (X) Change () Addition
Name: JORDAN, ROBERT C
Address: 16945 NORTHCHASE DRIVE
City-St-Zip: HOUSTON, TX 77060

Title: SEC (X) Change () Addition
Name: BADEN, PAMELA K
Address: 16945 NORTHCHASE DRIVE
City-St-Zip: HOUSTON, TX 77060

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: () Change () Addition
Name:
Address:
City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the 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 electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: VINCENT J. SCHAGER

CFO

04/30/2005

Electronic Signature of Signing Officer or Director

_____ Date