

F97000009671



ACCOUNT NO. : 072100000032

REFERENCE : 483711 4323297

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 35.00

FILED
2002 APR -1 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 20, 2002

ORDER TIME : 10:27 AM

ORDER NO. : 483711-500

CUSTOMER NO: 4323297

2000005179142-- 2

CUSTOMER: Ms. Susan Toalson
Phillips Petroleum Company
Corporate Records / Legal
1250 Adams Building
Bartlesville, OK 74004

CHANGE OF AGENT

NAME: TOSCO POWER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ta-tanisha Adams

RECEIVED
02 APR -1 AM 11:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Coulliette APR 01 2002

**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 : _____

TOSCO POWER, INC.

2. The mailing address of the corporation : 1250 Adams Bldg.
Bartlesville, OK 74004

3. Date of incorporation/qualification: April 2, 1997 Document number: F97000064671

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

C T Corporation System

1200 South Pine Island Road

Plantation, FL 33324

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, 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.

W E Twyman
(Signature of an officer, chairman or vice chairman of the board)

2/22/2002
(Date)

W.E. TWYMAN, 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

One M Mutt
(Signature of Registered Agent)

3/27/02
(Date)

If signing on behalf of an entity:

Anne M. Martin

Vice President

(Typed or Printed Name)

(Capacity)

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