

F97000004085

PREMIER CORPORATE SERVICES, INC.

208 South LaSalle Street, Suite 1855
Chicago, IL 60604
(312) 346-3606 (800) 934-2556
Fax: (312) 346-3607

October 10, 2001

VIA REGULAR MAIL

Division Of Corporations
Florida Department Of State
409 E. Gaines Street
Tallahassee, FL 32399

600004651696--3
-10/24/01--01046--012
*****35.00 *****35.00

RE: ENRON ACQUISITION III CORP.

Dear Sir or Madam:

Enclosed please find one original and one photocopy of the form to change the registered agent/office for the above captioned in your state. Also enclosed is a check for the required fee.

Please file with your office and return evidence to my attention in the enclosed self addressed stamped envelope.

If you have any questions, please contact me on our toll-free line at 800-934-2556, prior to returning the documents.

Thank you.

Sincerely,

Tony Alexander

TA/smc.
Encl.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 24 PM 2:26

RD/RA Change
10/29/01
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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 : Enron Acquisition III Corp.

2. The mailing address of the corporation : 600 Jefferson, Room 507B, Houston, TX 77002

3. Date of incorporation/qualification: 08/04/1997 Document number: F97000004085

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 (if changed) and/or registered office (if changed) (P. O. Box Not Acceptable)

NRAI Services, Inc.

526 E. Park Avenue

Tallahassee, FL 32301

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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.

Kate B. Cole
(Signature of an officer, chairman or vice chairman of the board)

October 10, 2001
(Date)

Kate B. Cole, 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.

NRAI Services, Inc.

Anthony J. Alexander
(Signature of Registered Agent)

October 11, 2001
(Date)

If signing on behalf of an entity:

Anthony J. Alexander

(Typed or Printed Name)

Assistant Secretary
(Capacity)

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