



THE UNITED STATES
CORPORATION
COMPANY

F98000001051

ACCOUNT NO. : 072100000032

REFERENCE : 356287 7113216

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 35.00

ORDER DATE : August 26, 1999

ORDER TIME : 9:59 AM

ORDER NO. : 356287-135

CUSTOMER NO: 7113216

4000002976794--0

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

CHANGE OF AGENT

NAME: USOSC HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -2 AM 9:30

RECEIVED
99 SEP -2 AM 10:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK
9/2/99

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 is: USOSC Holdings, Inc.
2. The mailing address of the corporation is: 7500 Old Georgetown Road, 13th Floor,
Bethesda, MD 20814-6161
3. Date of incorporation/qualification: 2/24/98 Document number: F98000001051
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 Acceptable)

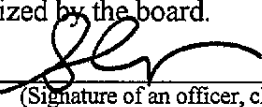
Corporation Service Company

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.


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

8/20/99

(Date)

Sanford L. Hartman, 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.

By: 

(Signature of Registered Agent)

8-30-99

(Date)

If signing on behalf of an entity:

Karen Wehner, Assistant Vice President

(Typed or Printed Name)

(Capacity)

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

FILED STATE
SECRETARY OF CORPORATIONS
99 SEP -2 AM 9:30