

AUSLEY & MCMULLEN

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TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7560

H57754

July 16, 1997

HAND DELIVERY

Secretary of State
State of Florida

Enclosed for filing is the original and one copy of a
Statement of Change in Designation of Registered Agent/Registered
Office for Peoples Cogeneration Company.

Please date stamp a copy of the above and call me at 425-5486
or 224-9115 when these documents are ready to be picked up.

Thank you.

Sincerely,



Patricia G. Pottle

Enclosures

DIVISION OF CORPORATION

97 JUL 17 AM 10:24

RECEIVED

97 JUL 16 PM 3:39

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

97 JUL 15 AM 11:42

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Jon
R.A.
change

**STATEMENT OF CHANGE IN
DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

FILED
97 JUL 16 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0502, Florida Statutes, Peoples Cogeneration Company (the "Corporation"), organized under the laws of the State of Florida, submits the following statement in changing its designation of its registered office and its registered agent in the State of Florida:

- (a) The name of the Corporation is Peoples Cogeneration Company;
- (b) The street address of its current registered office is 111 East Madison Street, 23rd Floor, Tampa, Florida 33602;
- (c) The street address of the new registered office is 702 North Franklin Street, Tampa, Florida 33602;
- (d) The current registered agent is Nathan B. Simpson;
- (e) The name of the new registered agent of the Corporation is S. M. McDevitt. The new agent's written consent to the appointment is set forth below;
- (f) The street address of the Corporation's registered office and the street address of the business office of its registered agent, as changed, will be identical; and
- (g) The change was authorized by resolution duly adopted by the Corporation's board of directors.

PEOPLES COGENERATION COMPANY

By: _____

D. E. Schwartz

D. E. Schwartz
Assistant Secretary

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated above, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 15, 1997

S. M. McDevitt

S. M. McDevitt