



L0000000103416

ACCOUNT NO. : 0721000000032

REFERENCE : 147499 4302312

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 55.00

ORDER DATE : October 23, 2001

ORDER TIME : 10:03 AM

ORDER NO. : 147499-030

CUSTOMER NO: 4302312

CUSTOMER: Jacob A. Pollack, Esq
Stroock & Stroock & Lavan
180 Maiden Lane

New York, NY 10038

CHANGE OF AGENT

NAME: ORION ATLANTIC LLC

100004652991-12

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *10-25-01*

RECEIVED
01 OCT 25 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
01 OCT 25 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AND
FILED

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company 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 limited liability company is: Orion Atlantic LLC
2. The mailing address of the limited liability company is: c/o Orion Power Holdings, Inc.,
7 East Redwood Street, 10th Floor, Baltimore, MD 21202

3. Date of filing/registration in Florida August 28, 2000
4. Document number L00000010346
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

K. Lawrence Gragg

Name

White & Case LLP

200 S. Biscayne Boulevard, Suite 4900

Street Address

Miami, FL 33131

City, State and Zip

6. The name and address of the new registered agent and/or office:

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box NOT acceptable)

Tallahassee, FL 32301

City, State and Zip

01 OCT 25 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

ORION ATLANTIC, INC., Managing Member

By: 

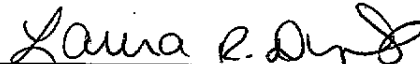
Name:

Michael Gluckman

Title:

Vice President

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 obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.



(Signature of Registered Agent)

**Laura R. Dunlap
as its agent**

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILING FEE: \$25.00