FILED Jun 02, 2002 8:00 am Secretary of State 05-03-2002 90038 003 ****50.00

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ļ. 15	tomestead De	velopment	Company,	uc			· - • •	~- <u>-</u> -	
	DO NOT I	WRITE II	N THIS SI	PACE				9 0	421
2. Principal Place of Business 1400 Sm. Yn St.			3. Mailing Address 40 1680 Highway C			1			
Suite, Apt. #, etc.			Suite, Apt. #. etc. Suite 100			DO NOT WRITE IN THIS SPACE			
City & State Houston, Texas			Sugar Land Texas			4. FEI Number Applied For-			
Ziρ	Country		77478	Country		5. Certificate of Status De			Not Applicable Additional
4.746		n i de				7. Name and Address of (Current Registe	Fee Re red Agent	
	the second secon	OT WRI	Carrier Control of the Control of the	Na Stre	Netror	P.O. Box Number is Not Acc	eptable)	Inc.	NEAL
			526 City			East Park Avenue			
9 The share					lallar	ed agent, or both, in the Stat	F	L 갤g	Code 2301
SIGNATURE ,	Styrolure, typed or printed name	of registered agent and title li	Make Check Pay	EE IS \$50. Vable to Der UE BY MAY	artment of	State	DATE	· · · · · · · · · · · · · · · · · · ·	
9. Title	MANA	GING MEMBERS/MA	ANAGERS	1.5222					
NAME .	L. Don Miller		41 4 2 4	MAME			i de la Caración de l		
STREET ADORESS CITY-ST-ZIP	1400 Smith St. Houston, Tex	STREET AOORE	SS .			***************************************	F		
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	ertify that the information s on this report is true and a dity company or the recei					ion 119.07(3)(i), Florida Stati de under cath: that I am a m 608, Florida Statutes.	ites. I further cer ranaging memb	tify that ther or mana	e information ager of the
SIGNATU	JRE: SIGNATURE AND TYPED OR PR	SINTER MANUE OF SIGNESIS		Gregory	М.Др!	ke 4/17/			-7905
	A TORE HAD ITPED OR PR	ON OWN RAME OF SIGNOR	MANAGING MEMBER, MANAG	SER, OR AUTHORI	ED REPRESENT	ATTVE Date		aytime Phone	

LIMITED LIABILITY COMPANY

AHACLMENT 90421 HM01000001197

Homestead Development Company, LLC

Primary Address: 1400 Smith Street Houston, Tex. 77002

DIRECTORS:

Title:

OFFICERS:

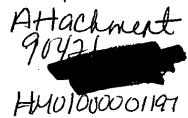
Title:

Timothy A. DeSpain Jordan H. Mintz Elaine V. Overturf Kate B. Cole Susan K. Musch

Vice President and Treasurer
Managing Director and General Counsel, Tax
Deputy Corporate Secretary
Assistant Secretary
Assistant Secretary

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LIMITED POWER OF ATTORNEY

KNOW ALL MEN, that each of the limited liability companies listed on Exhibit A, attached hereto and incorporated herein as if set forth verbatim, each duly created, organized and existing under and by virtue of the laws of the State of Delaware, in the United States of America, and each having its principal office at 1400 Smith Street, Houston, Texas 77002-7361, USA (each individually referred to herein as "Company"), do hereby constitute and appoint Robert D. Kimbrell or Gregory M. Apke, either one of them acting alone, (hereinafter referred to as "Agent"), of Apke & Kimbrell. L.L.P., with a place of business at 1650 Highway 6, Suite 100, Sugar Land, Texas 77478, its true and lawful attorney, to carry on the specified business and affairs of said Company strictly related and limited to the preparation and filing of state-required. Annual Reports and ancillary documents with the respective state agency and to pay certain taxes and fees due from Company on a reimbursement basis and for that purpose:

- (1) To act on behalf of Company with reference to Annual Report matters, Annual Reports and returns of Company within the United States, including the preparation and filing of Annual Reports, returns and related exhibits or filings and to execute the same on behalf of Company; and
- (2) To make payments for taxes, filing fees or costs associated with Annual Reports or returns or fees owed by Company; and
- (3) To ask, demand, recover and receive of and from all tax authorities, all sums of money and interest owing, refundable or payable to Company, or that at any time hereafter becomes owing or belongs to Company; and
- (4) Generally, to do, execute and perform any other act, deed, matter or thing that ought to be done, executed or performed, or that, in the opinion of said-Agent, ought to be done, executed, or performed, in and about the Annual Reports and returns of Company, of every nature and kind, as fully and effectually as said Company could do if it were personally present.

Company does hereby agree to, and hereby does ratify and confirm, all of whatsoever said Agent shall lawfully do or cause to be done by virtue of this Power related and limited to Annual Report and return filings.

All of the foregoing rights, powers, authorities and privileges shall be effective on November 1, 2001, and shall automatically be revoked when the Agreement for Project Services by Apke & Kimbrell, L.L.P., dated November 1, 2001, has been terminated.

IN WITNESS WHEREOF, an authorized officer of Company has signed this instrument in the County of Harris, State of Texas, United States of America, on the 24 day of 2001.

Kate B. Cole, Assistant Secretary

By:

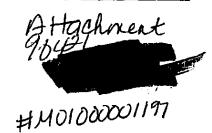


EXHIBIT A

Athens Development Company, L.L.C.

Athens Green Land Development, L.L.C.

Badger Land Development Company, L.L.C.

Bollinger Development Company, L.L.C.

Boone Development Company, L.L.C.

Brave Land Development Company, L.L.C.

Bright Star Energy, LLC---

Broward Development Company, L.L.C.

Buchanan Development Company, L.L.C.

Buckeye Land Development Company, L.L.C.

Calcasieu Development Company, L.L.C.

Calvert City Power I, L.L.C.

Cape Girardeau Development Company, L.L.C.

Challenger Development Company, L.L.C.

County Line Development Company, L.L.C.

Coventry Land Development Company, L.L.C.

Dade Development Company, L.L.C.

Deerfield Beach Energy Center, L.L.C.

Delta Land Development Company, LLC

East Fork Land Development Company, L.L.C.

Edgecombe Development Company, L.L.C.

Endeavour Development Company, L.L.C.

Enron Sandhill GP, L.L.C.

Enron Sandhill LP, L.L.C.

Fort Pierce Repowering Project, LLC

Fulton Power I. LLC

Gotham Energy, L.L.C.

Gotham Land Development Company, LLC

Grimes Development, LLC

Hartwell Development Company, L.L.C.

Hawkeye Land Development Company, L.L.C.

Homestead Development Company, LLC

Hoosier Land Development Company, L.L.C.

Jefferson Davis Development Company, L.L.C.

Kendall New Century Development, L.L.C

Lauderdale Land Development Company, LLC

Legacy Land Development Company, L.L.C.

Liberty Land Development Company, L.L.C.

Lone Star Land Development GP Company, L.L.C.

Lone Star Land Development LP Company, L.L.C.

Louisa Development Company, L.L.C.

Master Land Development Holding Company, L.L.C.

Merchant Energy Ventures II, LLC

Met Land Development Company, LLC

Midway Development Company, L.L.C. Montague Development, LLC North Haven Energy Park, L.L.C. Onondaga Energy Venture, L.L.C. Palm Beach Development Company, L.L.C. Patriot Land Development Company, L.L.C. Pompano Beach Energy Center, L.L.C. Position Land Development Company, L.L.C. Sawgrass Development Company, L.L.C. Shelby Power I, L.L.C. Sprague Energy Park, L.L.C. St. Charles Development Company, L.L.C. St. Lucie Development Company, L.L.C. Stoddard Development Company, L.L.C. Tarheel Land Development Company, L.L.C. Titan Land Development Company, L.L.C. Underwood Development Company, L.L.C. Volunteer Land Development Company, L.L.C.

Voyager Development Company, L.L.C. Wood Development Company, L.L.C.

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