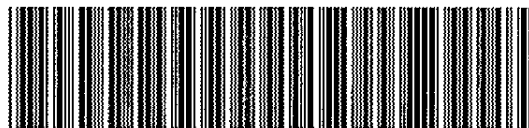


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TALLAHASSEE, FLORIDA



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 916960 7293205

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 25.00

-----  
ORDER DATE : February 3, 2003

ORDER TIME : 10:58 AM

ORDER NO. : 916960-050

CUSTOMER NO: 7293205

CUSTOMER: Jackie Bollinger  
Reliant Resources Inc.  
P.o. Box 1384

Houston, TX 77251-1384  
-----

CHANGE OF AGENT

NAME: RELIANT ENERGY WINTER HAVEN,  
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

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

*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: RELIANT ENERGY WINTER HAVEN ASSOCIATE, LLC      **SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**
2. The mailing address of the limited liability company is : P.O. Box 1384, Houston, TX 77251-1384  
Houston, TX 77002

3. Date of filing/registration in Florida July 18, 2002      4. Document number M02000001875
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

CT Corporation System  
Name  
1200 South Pine Island Road  
Address  
Plantation, FL 33324  
City, State and Zip

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

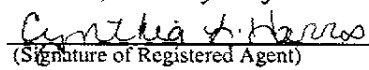
Corporation Service Company  
Name  
1201 Hays Street  
Florida street address (P.O. Box NOT acceptable)  
Tallahassee      FL      32301  
City, State and Zip

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.

  
(Signature of a member or authorized representative of a member)

Laura R. Dunlap, Attorney in Fact  
(Printed or typed name of signee)

*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.*

      **Cynthia L. Harris**  
(Signature of Registered Agent)      **as its agent**

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