



P35874

ACCOUNT NO. : 072100000032

REFERENCE : 720075 4350171

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
02 AUG 28 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 26, 2002

ORDER TIME : :59 PM

ORDER NO. : 720075-555

CUSTOMER NO: 4350171

800007403838--3

CUSTOMER: Ms. Sara Henning
Aquila, Inc.
20 West Ninth Street
Mail Stop 3-122
Kansas City, MO 64105

CHANGE OF AGENT

NAME: NCP DADE POWER INCORPORATED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

RECEIVED
02 AUG 28 PM 4:47
DIVISION OF CORPORATION

C. Coulliette AUG 28 2002

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 : NCP DADE POWER INCORPORATED
2. The mailing address of the corporation : 20 West 9th Street, MS 3-122
Kansas City, MO 64105
3. Date of incorporation/qualification: 10/11/1991 Document number: P35874
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 (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)
Corporation Service Company
1201 Hays Street
Tallahassee, Florida 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.

Laura R. Dunlap

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

8/23/02

(Date)

Laura R. Dunlap, Attorney in Fact

(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.

Cynthia L. Harris

(Signature of Registered Agent)

8/21/02

(Date)

If signing on behalf of an entity:

**Cynthia L. Harris
as its agent**

(Typed or Printed Name)

(Capacity)

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