



P98000050582

ACCOUNT NO. : 072100000032
REFERENCE : 629283 4301811
AUTHORIZATION : Patricia Kyzut
COST LIMIT : \$ 35.00

FILED
2001 SEP 27 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 25, 2001

ORDER TIME : 9:31 AM

ORDER NO. : 629283-050

900004613329--5

CUSTOMER NO: 4301811

CUSTOMER: Bruce Brumberg, Legal Asst
Phillips Nizer
666 Fifth Avenue

New York, NY 10103-0084

CHANGE OF AGENT

NAME: TOTAL GAS & ELECTRICITY (PA),
INC.

RECEIVED
01 SEP 27 AM 10:27
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

C. Coulliste SEP 27 2001

CONTACT PERSON: Ta-tanisha Adams -- EXT# 1131

EXAMINER: _____

**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 Florida 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 : TOTAL GAS & ELECTRICITY (PA), INC.

2. The mailing address of the corporation : 2101 North Andrews Ave., Ste. 104, Ft. Lauderdale, FL 33311

3. Date of incorporation/qualification: 06/05/1998 Document number: P9800005

4. The name and address of the current registered agent and office:

Phillip Baratz

2101 N. Andrews Avenue, Suite 104

Ft. Lauderdale, FL 33311

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

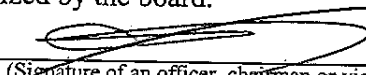
Corporation Service Company

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.


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

September 24, 2001
(Date)

Alan Shapiro, Assistant Secretary

(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.


(Signature of Registered Agent)

9-25-2001
(Date)

If signing on behalf of an entity:

Carol K. Dolor, Asst. Vice President
(Typed or Printed Name)

(Capacity)

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