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July 15, 99

HAND DELIVERY

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****420.00 *****35.00

Secretary of State
State of Florida

Enclosed for filing is the original and one copy of the
Statement of Change in Designation of Registered Agent/Registered
Office for PAS Power Co.

Please date stamp a copy of the above and call me at 224-9115
or 224-9115 when these documents are ready to be picked up.

Thank you.

Sincerely,

Patricia G. Pottle
Patricia G. Pottle

Enclosures

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97 JUL 16 10:29 AM
DIVISION OF CORPORATIONS SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATEMENT OF CHANGE IN
DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

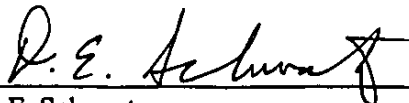
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0502, Florida Statutes, PAS Power Co. ("Corporation"), organized under the laws of the State of Florida, submits the following statement changing its designation of its registered office and its registered agent in the State of Florida:

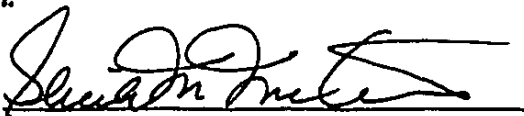
- (a) The name of the Corporation is PAS Power Co.;
- (b) The street address of its current registered office is 111 East Madison Street, 23rd Floor, Tampa, Florida 33602;
- (c) The street address of the new registered office is 702 North Franklin Street, Tampa, Florida 33602;
- (d) The current registered agent is Nathan B. Simpson;
- (e) The name of the new registered agent of the Corporation is S. M. McDevitt. The new agent's written consent to the appointment is set forth below;
- (f) The street address of the Corporation's registered office and the street address of the business office of its registered agent, as changed, will be identical; and
- (g) The change was authorized by resolution duly adopted by the Corporation's board of directors.

PAS POWER CO.

By: 
D. E. Schwartz
Assistant Secretary

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated above, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 15, 1997


S. M. McDevitt