

FILED/EFFECTIVE

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

File #L- 2114

The undersigned entity submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Idaho.

1. The name of the entity is: RUPERT COGENERATION PARTNERS, LTD.
2. The street address of its present registered office is: 1401 SHORELINE DR, BOISE, ID 83702
3. The street address (not a P.O. box) to which its registered office is to be changed is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702
4. The name of its old registered agent is: Corporation Service Company
5. The name of its new registered agent is: Corporation Service Company
6. The address of the registered office and the business address of the registered agent are identical.

Dated: July 24, 2000

Corporation Service Company
(Registered Agent)

Signed:

Printed: John H. Pelletier

Capacity: Assistant Vice President

I consent to serve as registered agent
for the above-named entity.

(See reverse for instructions)

(Signature of new registered agent)