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Articles of Amendment Filed 1-14-44

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FLORTLA POMER & LIGHT COMPANY

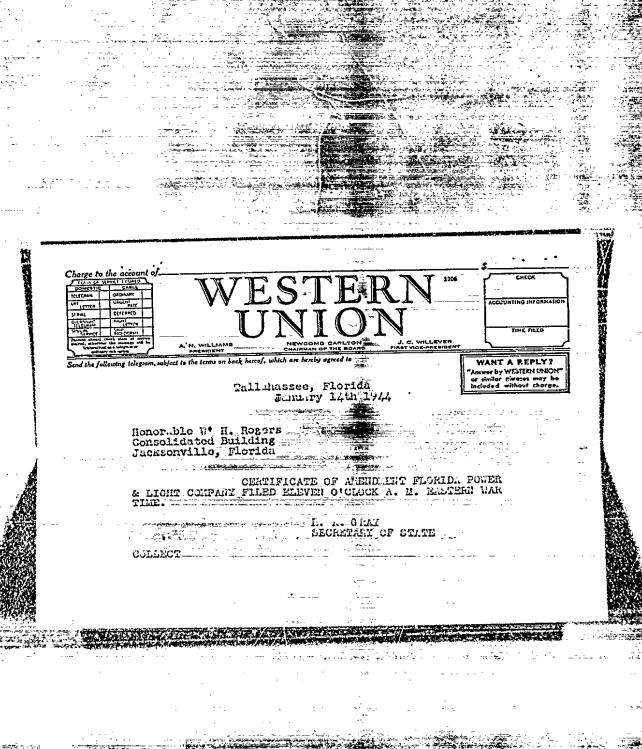
Certificate of amendment relation to authorized capital stock.

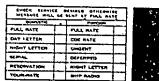
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ROGERS, TOWERS & BAILEY ATTORNEYS AT LAW CONSDITUATED BUILDING dagesonville, Pla. January 12th Hone R. A. Bray facretary of State Tallaharres, Florida Dear Japtain Grey! inclused ; lause find certificate of amendment of agreement of consolidation of Florida Power & Light Company. (1). Immediately upon receipt to reof will you kindly ire as sollect advicing that you have received this document. this is important we we must advise the composation in Now York lity that the document is in your hands ready to be filed as agreement for smalling. We will, therefore, appreciate your wining on as requeshed. (2) This certificate is not to be filed until eleven cicled A.M., Festern War Time, Priday, Jamery Lith, but unless you hear from us to the contrary it is to be filed Friday, Jamery 18th, at eleven o'clock A. F. Eastern War Time. (3) On briday, tanuary 14th, at eleven ofclock A.I., Eastern Tar Time, please vire us advising of the filling of the certificate so that we may send telegrams to various interested parties. We enclose a ten dollar check to cover filing fee. If it is finally determined not to file the certificate we will telegraph or telephone you to that effect. "a regret to request the foregoing which will cause you considerable unusual trouble, but we will certainly appreciate your co-operation in this instance. With kind regards, we are Sincerely jours, 75:34:27 engls.







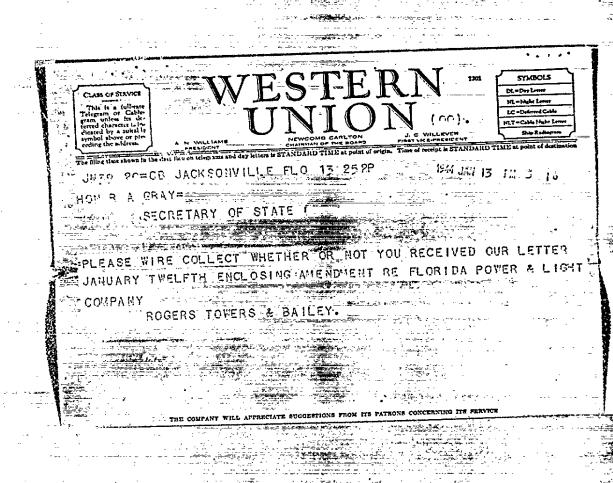
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January 13, 1944

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January 13th 19 44

Monor ble W. H. Rogers Consolidated Building Jacksonville, Florida

Dear Mr. Rogers:

I am in receipt of your latter of the twelfth enclosing certificate of amendment to the charter of FLORIDA POWER & LIGHT COMPANY with a check for \$10.00 and note your remarks with reference to filing. This instrument will be filed Friday, January 14th, at cleven o'clock A. M., Bastern Standard Time, unless we hear from you to the contrary.

These large corporations are very methodical in all of their business transactions and I note that there is no acknowledgment attached as required under the law and thought it advisable to bring this to your attention. I am not taking the position that it is absolutely necessary but the law expressly says that an acknowledgment shall be attached. This will not delay the filing because as stated it will be filed as above. If the corporation decides to send an acknowledgment I shall be glad to attach same when it is received.

You need not hesitate to call upon me for service at any time regardless of whether or not it is the ordinary procedure of this office as I am always glad to serve you.

Cordially yours,

Secretary of State.

T/T

2. 1168 .

JAN 14 1944

CERTIFICATE OF AMENDMENT

OF

AGREEMENT OF CONSOLIDATION BETWEEN
PENINSULA POWER & LIGHT COMPANY
AND SOUTHERN UTILITIES COMPANY



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FORMING

FLORIDA POWER & LIGHT COMPANY

FLORIDA POWER & LIGHT COMPANY, a corporation organized under and in pursuance of an Act of the Legislature of the State of Florida entitled "An Act Relating to Corporations" approved June 1, 1925, does hereby certify:

First: That at an adjourned session of a meeting of the Board of Directors of said Florida Power & Light Company duly called and held at 4:00 o'clock in the afternoon on January 10, 1944, at No. 2 Rector Street, New York, New York, a resolution was duly adopted setting forth a proposed amendment to the Agreement of Consolidation forming said Company by eliminating Section 3 thereof in its entirety and inserting in lieu thereof a new Section 3 reading as follows:

"Section 3. The maximum number of shares of stock with nominal or par value which the consolidated corporation is authorized to have outstanding at any time is none.

"The maximum number of shares of stock without nominal or par value which the consolidated corporation is authorized to have outstanding at any time is 2,500,000. The capital stock of the consolidated corporation without nominal or par value shall consist of one class of common stock.

"The common stock shall have power to vote, and each holder of such common stock shall be entitled to one vote for each share of such stock standing in his name on the books of the consolidated corporation;"

That at said meeting a resolution was adopted declaring the advisability of said amendment.

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Second: That thereafter a special meeting of the Stockholders of said Florida Power & Light Company was duly held upon call by the Board of Directors and waiver of notice filed by the holders of all of the stock of said Company then outstanding and entitled to vote, as parmitted by the Act of the Legislature of the State of Florida, at Two Rector Street, New York, N. Y., on January 10, 1944, at 5:00 o'clock in the afternoon; that at said meeting the vote of the stockholders of record entitled to vote was taken for and against the proposed amendment and that, upon the canvascing of said votes, it appeared that stockholders of record of said company holding stock in said Company entitling power, to wit; the holders of 2,500,000 shares of the capital stock of the Company, being all standing and entitled to vote, had voted in favor of the amendment.

That at said meeting the holders of all of the capital stock of the Company issued and outstanding and entitled to vote were present in person or by proxy, thereby constituting a quorum for the transaction of business.

IN WITNESS WHEREOF, Florida Power & Light Company has made this certificate under its corporate seal and the hands of its President and its Assistant Secretary, this 10th day of January, 1944.

FLORIDA POWER & LIGHT COMPANY

By Fresident

ATTEST:

- 2 -

STATE OF KEW YORK)
COURTY OF MEN YORK)

BEFORE ME personally appeared McGREGOR SMITH and M. E. GILBERT, Jr., to me well known and known to me to be the individuals described in and who executed the foregoing Certificate of Amendment of Agreement of Consolidation between Peninsula Power & Light Company and Southern Utilities Company forming Florida Power & Light Company, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of January, 1944.

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