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Amendment

filed 1-18-83

14pgs.

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STEEL HECTOR & DAVIS

SOUTHEAST BANK BUILDING
MIAMI, FLORIDA 33131
TELEPHONE (305) 577-2800
TELEX 51-5755

PALM BEACH OFFICE
208 WORTH AVENUE
PALM BEACH, FLORIDA 33460

January 13, 1983

Mrs. Nettie Sims, Chief
Bureau of Corporate Records
Department of State
Room 2002 -- Capitol Building
Tallahassee, Florida 32301

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Dear Mrs. Sims:

On behalf of Florida Power & Light Company (Company), we hand you herewith 3 executed original copies and 12 additional copies of the Statement of Classification of Shares of Florida Power & Light Company (Statement).

We do not wish to have the Statement filed today. We request that you hold it together with the check until Tuesday, January 18, 1983. If you receive a telephone call on that day from Jeffrey Mullens, Esquire, of this firm, confirming that the Statement should be filed, please consider the Statement delivered to you pursuant to Section 607.047, Florida Statutes and file one copy of the Statement in accordance with Section 607.381. At that time, please certify as filed the 2 other originals and 12 additional copies and hold them for a representative of this office who will pick them up on the same day. We have enclosed a check made payable to the Department of State in the amount of \$225.00 cover the filing and certification fees.

Please acknowledge receipt of this letter and the enclosures by stamping and returning a copy of this letter to our representative.

Please call us at any time if problems develop at (305) 577-2944.

Thank you for your courtesy and cooperation in this matter.

Name	1-13-83	CHARTER TAX STAMP
Availability	C. TAX	
Current	FILING	15
Agent Fee	AGENT FEE	
Copy	COPY	210
SALES	TOTAL	
Enclosures	N. BANK	225
Administrative	BALANCE DUE	
V. P. Verifier	REFUND	

Very truly yours,

STEEL HECTOR & DAVIS

By:

Sheila A. Halpern

STATEMENT OF CLASSIFICATION OF SHARES OF FILED
FLORIDA POWER & LIGHT COMPANY

JUN 18 AM 9 21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation hereby executes this
Statement pursuant to the Florida General Corporation Act,
Section 607.047, Florida Statutes, relative to establishing and
designating a series within a class of its shares and fixing and
determining the relative rights and preferences of the series:

1. The name of the corporation is Florida Power &
Light Company.
2. A copy of the resolutions adopted by the Board of
Directors of Florida Power & Light Company
establishing and designating Series O of its
Preferred Stock and fixing and determining the
relative rights and preferences thereof, is set
forth below:

RESOLVED, that the Board of Directors hereby
establishes and authorizes the issuance of a new
series of the Preferred Stock of the Company and
hereby fixes the number of shares to constitute
the new series and the distinctive designation of
the new series, the annual rate of dividends

payable on such shares and the date from which dividends shall commence to accrue, terms and conditions on which the shares may be redeemed and the manner of effecting redemption and the sinking fund providing for the redemption or purchase of shares of such new series of Preferred Stock as follows:

- (a) The new series of Preferred Stock established by this resolution is hereby designated "11.32% Preferred Stock, Series O".
- (b) The 11.32% Preferred Stock, Series O, is hereby authorized to be issued in the amount of 650,000 shares.
- (c) The dividend rate of the 11.32% Preferred Stock, Series O, shall be \$11.32 per share per annum and no more, payable quarterly on March 1, June 1, September 1 and December 1 of each year, commencing March 1, 1983, and dividends on the 650,000 shares shall commence to accrue from and after the date of issuance.

(d) The Company, by a majority vote of its Board of Directors, may at any time upon not less than 30 days' notice redeem all of the 11.32% Preferred Stock, Series O, or may from time to time redeem any part thereof by paying in cash a redemption price consisting of the sum of:

(i) (a) \$111.32 per share if redeemed on or prior to January 1, 1988;

(b) \$107.55 per share if redeemed on or prior to January 1, 1989;

(c) \$106.79 per share if redeemed on or prior to January 1, 1990;

(d) \$106.04 per share if redeemed on or prior to January 1, 1991;

(e) \$105.28 per share if redeemed on or prior to January 1, 1992;

(f) \$104.53 per share if redeemed on or prior to January 1, 1993;

(g) \$103.77 per share if redeemed on or prior to January 1, 1994;

(h) \$103.02 per share if redeemed on or prior to January 1, 1995;

(i) \$102.26 per share if redeemed on or prior to January 1, 1996;

(j) \$101.51 per share if redeemed on or prior to January 1, 1997;

(k) \$100.75 per share if redeemed on or prior to January 1, 1998;

(l) \$100.00 per share if redeemed on or prior to January 1, 1999 and thereafter;
and

(ii) in each case an amount equivalent to the accumulated and unpaid dividends, if any, to the date of redemption;

provided, however, that the shares of the 11.32% Preferred Stock, Series O, shall not be

redeemed prior to January 1, 1988, directly or indirectly from or in anticipation of monies borrowed, or proceeds of shares of other series of Preferred Stock (or of any other stock ranking prior to or on a parity with any series of the Company's Preferred Stock) sold, by or for the account of the Company, at an interest or dividend rate to it (calculated in accordance with generally accepted financial practice) of less than 11.32% per annum.

- (e) As a sinking fund, the Company will redeem on April 1 of each year, beginning with April 1, 1989, not less than 32,500 shares nor more than 65,000 shares of the 11.32% Preferred Stock, Series O, at a redemption price equal to \$100 per share plus an amount, in the case of each share, computed at the rate of \$11.32 per annum, from the date on which dividends on such share became cumulative to the date fixed for such redemption less the aggregate of the dividends paid thereon prior to such redemption date; the option to redeem in excess of 32,500 shares of the 11.32%

Preferred Stock, Series O, on any April 1 will not be cumulative; shares of the 11.32% Preferred Stock, Series O, acquired or redeemed by the Company otherwise than through operation of the sinking fund may, at the option of the Company, be credited against subsequent minimum sinking fund requirements; if the Company shall be prevented, because of restriction or for any other reason, from acquiring or redeeming on any April 1 the number of shares of the 11.32% Preferred Stock, Series O, which in the absence of such restriction or other reason it would be required to acquire or redeem during such period, the deficit shall be made good in the first succeeding calendar year in which the Company shall not be prevented by such restriction or other reason from acquiring or redeeming shares of the 11.32% Preferred Stock, Series O.

Notwithstanding the foregoing: (i) if in any year the net income of the Company for the preceding calendar year (which net income shall be determined in accordance with the

accounting requirements of the regulatory authority of the State of Florida having jurisdiction of the Company and after deducting from such net income one year's dividend requirement on any preferred stock of the Company outstanding at the end of such preceding calendar year whether or not declared or paid) shall be less than half the sum of the sinking fund obligation for the 11.32% Preferred Stock, Series O, expressed in dollars, plus the maximum obligation, expressed in dollars, due during the year in which such current sinking fund payment for the Series O is due, for sinking funds (which cannot be met by the certification of property), purchase funds, or other analogous devices, if any, for the retirement of any other series or class of preferred stock or debt of the Company, then the Company's sinking fund for said Series O in such year shall be limited to such amount as it shall in its sole discretion determine; and (ii) if in any year the amount of such net income of the Company for the preceding calendar year (after deducting from such net income one year's dividend requirement on any

preferred stock of the Company outstanding at the end of such preceding calendar year whether or not declared or paid) shall be not less than half, and not more than, the sum of the sinking fund obligation for the 11.32% Preferred Stock, Series O, expressed in dollars, plus the maximum obligation expressed in dollars, due during the year in which such Series O sinking fund is due, for sinking funds (which cannot be met by the certification of property), purchase funds, or other analogous devices, if any, for the retirement of any other series or class of preferred stock or debt of the Company, then the Company's Series O sinking fund obligation, expressed in dollars, in such year shall be the proportion of said amount so determined which the sinking fund obligation for the 11.32% Preferred Stock, Series O, expressed in dollars, bears to the maximum aggregate of all such sinking funds, purchase funds, or other analogous devices, if any, of the Company. The total number of shares to be redeemed or purchased and the number of shares to be redeemed or purchased from any holder shall be adjusted to the

nearest full share so that fractional shares need not be purchased. The above-described sinking fund obligation of the Company is hereinafter referred to as the "Series O Sinking Fund" and is subject to the terms and conditions hereinafter set forth. The term "Company" as used herein shall include its consolidated subsidiaries.

Beginning on or prior to February 15, 1989, and on or prior to February 15 in each year thereafter, the Company shall deliver to the Transfer Agent for said Series O a certificate signed by the President or a Vice President or the Treasurer or an Assistant Treasurer of the Company stating (i)(a) whether or not the Company's obligation, expressed in dollars, to redeem shares of Series O is limited by reason of subdivision (ii) above, and if so, the amount of such obligation as so limited, and (b) the number of shares of Series O as to which a Series O Sinking Fund redemption is to be made by the Company in such year, or (ii) that the net income of the Company for the preceding calendar year was such that the Company has

no Series O Sinking Fund requirement in the current year, or (iii) that the making of a Series O Sinking Fund redemption by the Company, in the opinion of counsel for the Company accompanying such certificate, would or may be contrary to any applicable law or to a rule or regulation of a governmental authority having jurisdiction in the premises, and the sinking fund payment need not be made; provided, however, that if, on January 31 of any year, there are not funds legally available, in the opinion of the signer of such certificate and of counsel for the Company accompanying such certificate, for the payment of the current Series O Sinking Fund requirement, the Company may presume for the purposes hereof that the making of a Series O Sinking Fund redemption would be contrary to applicable law, and the sinking fund payment need not be made.

- (f) The manner of effecting any redemption shall be that applicable to the Company's 4-1/2% Preferred Stock, Series A.

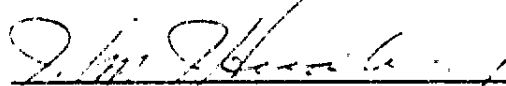
(g) The Company may deposit the aggregate redemption price (or the portion thereof not already paid) with any bank or trust company in the City of New York, New York or in the City of Miami, Florida or with The First National Bank of Boston, Transfer Agent and Registrar for the 11.32% Preferred Stock, Series O.

(h) Except as above set forth, the 11.32% Preferred Stock, Series O, shall possess all of the characteristics of the Company's 4-1/2% Preferred Stock, Series A.

3. The above resolution was duly adopted by the Board of Directors of the Company on January 10, 1983.

This, the 10th day of January, 1983.

Florida Power & Light Company

By 
John J. Hudiburg, President

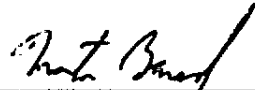
By 
Astrid Pfeiffer, Secretary

ACKNOWLEDGMENT OF PRESIDENT
OF FLORIDA POWER & LIGHT COMPANY

State of New York)
) ss
County of New York)

BE IT REMEMBERED that on this day before me, the undersigned, a notary public in and for the County and State aforesaid, personally came John J. Hudiburg, President of Florida Power & Light Company, a corporation organized and existing under the laws of the State of Florida, known to me personally to be the President of said Corporation, and before me acknowledged the above and foregoing Statement of Classification of Shares of Florida Power & Light Company to be the act, deed and agreement of said Corporation, and that the signing, acknowledgment and filing of said Statement was duly authorized by resolution of the Board of Directors of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of January, 1983.



NOTARY PUBLIC

My Commission Expires:

MORTON BARAD
Notary Public, State of New York
No. 41-5170930
Cert. filed in Bronx, Kings, Nassau
New York and Westchester Cos.
Qualified in Queens County
Commission Expires March 30, 1984