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For Information Only
Exhibit A 12-8-72

6pgs.

A-6395

FLORIDA POWER & LIGHT
COMPANY

For Information Only

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by SS , on 12/8/72

RICHARD (DICK) STONE
SECRETARY OF STATE

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NOEL H. NATION
BRUCE S. RUSSELL

MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING

MIAMI, FLORIDA 33131

December 5, 1972

PAUL R. SCOTT
1955-1967

WILL M. PRESTON
OF COUNSEL

TELEPHONE
(305) 377-3611

Honorable Richard (Dick) Stone
Secretary of State
Department of State
The Capitol
Tallahassee, Florida

Dear Mr. Stone:

Re: Florida Power & Light Company -
Charter Amendments.

Heretofore the Certificate of Incorporation of Florida Power & Light Company has been amended so as to authorize 4,850,000 shares of Preferred Stock of the Par Value of \$100 each (as a class distinguished from the 4 1/2% Preferred Stock and Series "A" Stock), issuable in series, the Board of Directors or the duly constituted Executive Committee of the Company to fix: (a) the number of shares to constitute each series and the distinctive designation thereof; (b) the annual rate or rates of dividends payable on shares of such series, and the date from which such dividends shall commence to accrue; and (c) the amount or amounts payable upon redemption thereof, and, subject to applicable provisions of the Certificate of Incorporation, as amended, the manner of effecting such redemption (See amendment filed in your office on May 15, 1972).

On November 15, 1972 the Board of Directors of the Company established a new series of Preferred Stock of the Company, designated "7.28% Preferred Stock, Series F", fixed the dividend rate for each share of the 7.28% Preferred Stock, Series F at \$7.28 per share per annum, cumulative from and after November 22, 1972, fixed the redemption prices for such shares and authorized the issue of 600,000 shares of such series. We attach hereto and mark Exhibit A a true copy of the Resolution adopted by such Board of Directors.

While the Florida Statutes make no provisions for filing with evidence of the action mentioned in the preceding paragraph and attached Exhibit A, we do wish to advise you of such action so that your corporate files with respect to Florida Power & Light Company will show the same.

1972 DEC -8 AM 9:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STAMPED TAX	
FILING	15.00
C. COPY	
R. A. FEE	
P. COPY	
STAMPED	
TOTAL	15.00
RECEIVED	

MCCARTHY STEEL HECTOR & DAVIS

Honorable Richard (Dick) Stone
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December 5, 1972

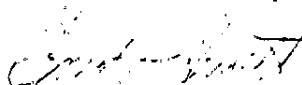
The filing with you of Exhibit A is not to be construed as an attempt to amend the Articles of Incorporation of the Company as provided by Florida Statute 608.14(3).

We respectfully ask that you accept this letter and file and maintain it and Exhibit A attached thereto in your corporate files with respect to Florida Power & Light Company.

Your advising me by return mail of your receipt of this letter and Exhibit A attached thereto and of such filing will be greatly appreciated.

Pursuant to Section 608.05(2)(a) we enclose our check in the amount of \$15.00, being the charge provided by Statute for the filing of "any other papers not otherwise provided for by Part I of this Chapter."

Very truly yours,



Ernest J. Hewett

EJH/lm
Encl.

EXHIBIT "A"

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, the amount payable upon redemption and the manner of effecting redemption with respect to such new series of Preferred Stock as follows:

(a) The new series of Preferred Stock established by this resolution is hereby designated "7.28% Preferred Stock, Series F".

(b) The 7.28% Preferred Stock, Series F, is hereby authorized to be issued in the amount of 600,000 shares.

(c) The dividend rate of the 7.28% Preferred Stock, Series F, shall be \$7.28 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, 1973, and dividends on the 600,000 shares shall commence to accrue from and after November 22, 1972.

(d) The Company, by a majority vote of its Board of Directors, may at any time redeem all of the 7.28% Preferred Stock, Series F, or may from time to time redeem any part thereof by paying in cash a redemption price consisting of the sum of:

(i) \$115 per share if redeemed on or prior to December 1, 1977; \$106.57 per share if redeemed after December 1, 1977 and on or prior to December 1, 1982; \$104.75 per share if redeemed after December 1, 1982 and on or prior to December 1, 1987; and \$102.93 per share if redeemed after December 1, 1987; and

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

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

1972 DEC - 8 AM 9:00

FILED

(f) Except as above set forth, the 7.28% Preferred Stock, Series F, shall possess all of the characteristics of the Company's said 4-1/2% Preferred Stock, Series A.