

106395

Amendment
filed 12-31-84

200002519742-5

7 pgs.

State of Florida



Department of State

I certify that the attached is a true and correct copy of Articles of Amendment to the Restated Articles of Incorporation, as amended, of FLORIDA POWER & LIGHT COMPANY, a Florida corporation, filed on December 31, 1984, as shown by the records of this office.

The charter number of this corporation is 106393.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
31st day of December, 1984



CER 188

George Firestone
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA POWER & LIGHT COMPANY

I

The name of the corporation is Florida Power & Light Company.

II

The Articles of Incorporation of the Company are being amended to cancel all of the issued and unissued shares of Common Stock without par value of the Company ("FPL Common Stock"), except for 1,000 shares of FPL Common Stock held of record on December 31, 1984 by FPL Group, Inc., a Florida corporation. To accomplish such amendment, subsection (A) of Section 3 of the Company's Articles of Incorporation is hereby amended to read as follows:

"3. (A) AUTHORIZED CAPITAL. All of the issued and unissued shares of Common Stock without par value of the Company, except for 1,000 such shares held of record on December 31, 1984 by FPL Group, Inc., a Florida corporation, are hereby cancelled. After giving effect to such cancellation, the total authorized capital stock of the Company shall consist of six classes of stock as follows:

(1) 100,000 shares of $\$4\frac{1}{2}$ Preferred Stock of the par value of \$100 each (hereinafter called " $\$4\frac{1}{2}$ Preferred Stock");

(2) 50,000 shares of $\$4\frac{1}{2}$ Preferred Stock Series A of the par value of \$100 each (hereinafter called "Series A Stock");

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(3) 19,887,500 shares of Preferred Stock of the par value of \$100 each (hereinafter called "Preferred Stock") of which 50,000 shares shall be $4\frac{1}{2}\%$ Preferred Stock Series B of the par value of \$100 each; 62,500 shares shall be $4\frac{1}{2}\%$ Preferred Stock Series C of the par value of \$100 each; 50,000 shares shall be 4.32% Preferred Stock Series D of the par value of \$100 each; 50,000 shares shall be 4.35% Preferred Stock Series E of the par value of \$100 each; 600,000 shares shall be 7.28% Preferred Stock Series F of the par value of \$100 each; 600,000 shares shall be 7.40% Preferred Stock Series G of the par value of \$100 each; 500,000 shares shall be 9.25% Preferred Stock Series H of the par value of \$100 each; and 600,000 shares shall be 10.08% Preferred Stock Series J of the par value of \$100 each;

(4) 10,000,000 shares of Preferred Stock without par value (hereinafter called "No Par Preferred Stock");

(5) 5,000,000 shares of Subordinated Preferred Stock without par value (hereinafter called "Preference Stock"); and

(6) 1,000 shares of Common Stock without par value (hereinafter called "Common Stock")."

III

The amendment was adopted by the shareholders of the Company entitled to vote thereon on December 12, 1984.

IV

The shares of PPL Common Stock being cancelled hereby are being cancelled as part of a restructuring plan pursuant to which the Company will become a subsidiary of PPL Group, Inc. and the common shareholders of the Company will become the common shareholders of PPL Group, Inc.

As part of the restructuring, the Board of Directors of the Company declared a distribution of one share of Common Stock of FPL Group, Inc. ("FPL Group Common Stock") on each share of FPL Common Stock held of record on October 13, 1984, and on each share of FPL Common Stock issued after October 13, 1984 and prior to the filing of these Articles of Amendment.

From and after October 13, 1984, each certificate representing shares of FPL Common Stock represented, in addition, an equal number of shares of FPL Group Common Stock. The shares of FPL Common Stock and FPL Group Common Stock were not separately tradable, and a transfer of FPL Common Stock also constituted a transfer of FPL Group Common Stock.

Cancellation of the shares of FPL Common Stock being cancelled hereby shall be effected by the filing of these Articles of Amendment with the Department of State of the State of Florida, whereupon the certificates which theretofore represented such shares and an equal number of shares of FPL Group Common Stock shall automatically cease to represent shares of FPL Common Stock and shall represent only shares of FPL Group Common Stock.

IN WITNESS WHEREOF, Florida Power & Light Company has caused these Articles of Amendment to be executed by its President and its Secretary on December 21, 1984.

FLORIDA POWER & LIGHT COMPANY

By: J. J. Hudiburg
J. J. Hudiburg, President

By: Astrid Pfeiffer
Astrid Pfeiffer, Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

On December 21, 1984, Astrid Pfeiffer, Secretary of Florida Power & Light Company, a Florida corporation, personally appeared before me and acknowledged the foregoing Articles of Amendment to be the act of said corporation.

M. J. Davis

Notary Public

NOTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXP. JUN 4, 1988
REG. NO. 123456789