

106395

Amendment

filed 5-29-86

700002519737-40

10 pgs.

Charter # Only

106395

VARIATION ONLY

Requestor's Name
 Address
 City State ZIP Phone #

006 0037 5/30/86 15.00 12
 006 0037 5/30/86 150.00 6
 006 0037 5/30/86 165.00 TL

STEEL NECTOR + ...
 320 BARNETT BANK BLDG.
 Tall. FL 32301 222-4192
 City State ZIP Phone #

CORPORATION(S) NAME

Florida Power & Light Company (possibly file on
 may 29, 1986 -
 will call)

FILED
 1986 MAY 29 AM 9:15
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- PROFIT
- NON-PROFIT
- FOREIGN
- LIMITED PARTNERSHIP
- REINSTATEMENT
- CERTIFIED COPY - 11
- AMENDMENT
- DISSOLUTION
- ANNUAL REPORT
- OTHER
- PHOTO COPIES
- MERGER
- MARK
- RESERVATION
- CERTIFICATE UNDER SEAL

- WALK IN
- WILL WAIT
- PICK UP
- MAIL OUT
- CALL
- AFTER 4:30

Statement of Designation

Name
 Availability
 Document Examiner
 Updater
 Updater Verifier
 Acknowledgment
 W.P. Verifier

Karen, 222-4192

CHARTER TAX STAMP
 C. TAX _____
 FILING _____ 15.
 R. AGENT FEE _____
 C. COPY _____ 150.
 TOTAL _____ 165.
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

FILED

STATEMENT OF CLASSIFICATION OF SHARES OF
FLORIDA POWER & LIGHT COMPANY

1986 MAY 29 AM 9 15
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 resolution adopted by the Stock Issuance Committee of the Board of Directors of Florida Power & Light Company establishing and designating Series P of its Preferred Stock and fixing and determining the relative rights and preferences thereof is set forth below:

RESOLVED, that the Stock Issuance Committee of the Board of Directors hereby establishes and authorizes the issuance of a new series of the Preferred Stock, \$100 par value (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 with respect to such new series of Preferred Stock as follows:

- (a) The new series of Preferred Stock established by the resolution is hereby designated "8.50% Preferred Stock, Series P".
- (b) The 8.50% Preferred Stock, Series P, is hereby authorized to be issued in the amount of 350,000 shares.
- (c) The dividend rate of the 8.50% Preferred Stock, Series P, shall be \$8.50 per share per annum and no more, payable quarterly on September 1, December 1, March 1,

and June 1 of each year, commencing September 1, 1986, and dividends on the 350,000 shares shall commence to accrue from and after May 29, 1986 or such later date as the shares are actually issued. Any dividend on the 350,000 shares which shall have accrued up to and including May 31, 1986, shall be set apart on June 1, 1986 for payment on September 1, 1986.

- (d) The Company, by a majority vote of its Board of Directors or by a unanimous vote taken at a meeting attended by a quorum of the Stock Issuance Committee of its Board of Directors, may at any time upon not less than 30 days' notice redeem all of the 8.50% Preferred Stock, Series P, or may from time to time redeem any part thereof by paying in cash a redemption price consisting of the sum of:

- (i) (a) \$108.50 per share if redeemed on or prior to May 1, 1991;
- (b) \$105.67 per share if redeemed on or prior to May 1, 1992;
- (c) \$105.10 per share if redeemed on or prior to May 1, 1993;
- (d) \$104.53 per share if redeemed on or prior to May 1, 1994;
- (e) \$103.96 per share if redeemed on or prior to May 1, 1995;
- (f) \$103.39 per share if redeemed on or prior to May 1, 1996;
- (g) \$102.82 per share if redeemed on or prior to May 1, 1997;
- (h) \$102.25 per share if redeemed on or prior to May 1, 1998;
- (i) \$101.68 per share if redeemed on or prior to May 1, 1999;

(j) \$101.11 per share if redeemed
on or prior to May 1, 2000;

(k) \$100.54 per share if redeemed
on or prior to May 1, 2001;

(l) \$100.00 per share if redeemed
on or prior to May 1, 2002
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 8.50% Preferred Stock, Series P,
shall not be redeemed prior to May 1,
1991, 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 8.50% per annum.

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

(f) 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 8.50% Preferred Stock, Series P.

(g) Except as above set forth, the 8.50% Preferred Stock, Series P, 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 Stock Issuance Committee of the Board of Directors of the Company on May 21, 1986.

This, the 22nd day of May, 1986.

FLORIDA POWER & LIGHT COMPANY

By: Robert E. Tallon
Robert E. Tallon, President

By: Astrid Pfeiffer
Astrid Pfeiffer, Secretary

ACKNOWLEDGMENT OF PRESIDENT OF
FLORIDA POWER & LIGHT COMPANY

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, the undersigned, a Notary Public in and for the County and State set forth above, personally appeared Robert E. Tallon, known to me personally to be the President of Florida Power & Light Company, a Florida corporation, and before me he acknowledged the foregoing Statement of Classification of Shares to be the act of said corporation, and that the signing, acknowledgment and filing of said Statement were duly authorized by resolution of the Stock Issuance Committee of the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of May, 1986

Mauro Soren
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JAN 6, 1988
GOVERNED THRU GENERAL ENG. UNO.