

106395

Amendment
filed 11-28-90

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7 pgs.

Steel Hector & Davis
Miami, Florida

Oscar E. Marina
(305) 577-2831

106395

VIA FEDERAL EXPRESS

November 27, 1990

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Amendment Section

Re: Articles of Amendment Relating to the Cancellation
of Shares of Series Preferred Stock of Florida
Power & Light Company (the "Company")

Gentlemen:

On behalf of the Company, please find enclosed for filing pursuant to Section 607.0631 of the Florida Business Corporation Act, one original and two duplicate copies of the Articles of Amendment to the Restated Articles of Incorporation of the Company (the "Articles of Amendment") reflecting the cancellation of certain shares of the Company's Preferred Stock which were reacquired by the Company and a check for \$140.00, which includes the required \$35.00 filing fee and \$105.00 for two certified copies of the Articles of Amendment.

Please return the certified copies to my attention.

If you have any questions or comments regarding this filing, please call me, collect, at (305) 577-2831.

Very truly yours,


Oscar E. Marina

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W. H. Ventner

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4000 Southeast Financial Center
Miami, FL 33131-2396
(305) 577-2800
Fax: (305) 358-1418

515 North Flagler Drive
1200 Northbridge Centre 1
West Palm Beach, FL 33401-4307
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1200 North Federal Highway
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(407) 394-8000
Fax: (407) 394-4858

310 West College Avenue
Tallahassee, FL 32301-1408
(904) 282-4182
Fax: (904) 282-9416

Steel Hector & Davis
Miami, Florida

December 12, 1990

Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Ms. Louise Fleming

Re: **Florida Power & Light Company, Reference No. 106395**

Dear Louise:

Pursuant to our telephone conversation of December 11, 1990, enclosed please find an original and two copies of Articles of Amendment of Florida Power & Light Company, which have been revised in accordance with your instructions.

Please note that our check to cover the filing fees and two certified copies has been processed by your office.

I would appreciate the Amendment filed as soon as possible, and the certified copies returned by federal express. I have enclosed a self-addressed envelope for this purpose.

If you have any additional questions regarding this filing, please call me, collect, at (305) 577-2926. Thank you for your assistance in this matter.

Very truly yours,


Janet E. Perez
Legal Assistant

/jp
Enclosures
cc: Oscar E. Marina, Esq.



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 7, 1990

Oscar E. Marina, Esq.
Steel, Hector & Davis, P.A.
4000 S.E. Financial Center
Miami, Fla. 33131-2398

SUBJECT: FLORIDA POWER & LIGHT COMPANY
Reference: 106395

Dear Mr. Marina:

We have received your document for the above corporation and your check(s) totaling \$140.00. However, the document has not been filed and is being returned for the following:

If an amendment was approved by the shareholders, the designation of each voting group entitled to vote separately on the amendment, and a statement that the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group must be contained in the document, OR a statement that the amendment was approved by unanimous consent of all shareholders entitled to vote.

If you have any questions concerning this matter, please call
(904) 487-6905.

Thelma Lewis
Corporate Document Supervisor
Amendment Section

ARTICLES OF AMENDMENT . . .
TO THE
RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA POWER & LIGHT COMPANY

FILED
1990 NOV 28 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment were adopted by the Board of Directors of Florida Power & Light Company on November 12, 1990, and no shareholder action was required in accordance with Section 607.0631 of the Florida Business Corporation Act.

I.

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

II.

The reduction in the number of authorized shares is 483,000 shares of Preferred Stock, par value of \$100 per share, which shares are itemized under the following series:

75,000 shares of 10.08% Preferred Stock, Series J, par value of \$100 per share;

18,000 shares of 8.70% Preferred Stock, Series M, par value of \$100 per share; and

390,000 shares of 11.32% Preferred Stock, Series O, par value of \$100 per share.

III.

After giving effect to such reduction of shares, the total number of shares which the Corporation is authorized to issue, itemized by class and series, is as follows:

(1) 100,000 shares of 4-1/2% Preferred Stock, par value of \$100 per share;

(2) 50,000 shares of 4-1/2% Preferred Stock, Series A, par value of \$100 per share;

(3) 18,535,000 shares of Preferred Stock, par value of \$100 per share, which shares are further classified as follows:

- (a) 50,000 shares of 4-1/2% Preferred Stock, Series B;
- (b) 62,500 shares of 4-1/2% Preferred Stock, Series C;
- (c) 50,000 shares of 4.32% Preferred Stock, Series D;
- (d) 50,000 shares of 4.35% Preferred Stock, Series E;

- (e) 600,000 shares of 7.28% Preferred Stock, Series F;
- (f) 400,000 shares of 7.40% Preferred Stock, Series G;
- (g) 500,000 shares of 9.25% Preferred Stock, Series H;
- (h) 187,500 shares of 10.08% Preferred Stock, Series J;
- (i) 750,000 shares of 8.70% Preferred Stock, Series K;
- (j) 500,000 shares of 8.84% Preferred Stock, Series L;
- (k) 365,000 shares of 8.70% Preferred Stock, Series M;
- (l) 195,000 shares of 11.32% Preferred Stock, Series O;
- (m) 350,000 shares of 8.50% Preferred Stock, Series P;
- (n) 500,000 shares of 6.84% Preferred Stock, Series Q;
- (o) 500,000 shares of 8.625% Preferred Stock, Series R; and
- (p) 13,475,000 shares of Preferred Stock without serial designation;

value; (4) 10,000,000 shares of Preferred Stock without par

value; (5) 5,000,000 shares of Subordinated Preferred Stock without par value;

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

Dated: November 12, 1990

FLORIDA POWER & LIGHT COMPANY

By: 
Stephen E. Frank, President

By: 
Astrid Pfeiffer, Secretary

ACKNOWLEDGEMENT OF SECRETARY
OF
FLORIDA POWER & LIGHT COMPANY

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, the undersigned, a notary public in and for the County and State aforesaid, personally appeared ASTRID PFEIFFER, Secretary of Florida Power & Light Company, a corporation organized and existing under the laws of the State of Florida (the "Company"), known to me personally to be the Secretary of the Company, who before me acknowledged that the above and foregoing Articles of Amendment to the Restated Articles of Incorporation of the Company has been duly adopted by the Board of Directors of the Company and is the act, deed and agreement thereof.

IN WITNESS WHEREOF, I have hereunder set my hand and seal this 12 day of November, 1990.



Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. DEC. 11, 1993
BONDED THRU GENERAL INS. UND.