

# 106395

Steel Hector & Davis  
Requestor's Name

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Address

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222300  
City/State/Zip      Phone #

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98 DEC 24 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. FPL (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 100002722141--4  
~~12/24/99-01057-019~~  
\*\*\*\*\*87.50 \*\*\*\*\*87.50
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION  
 98 DEC 24 PM 2:39  
 201 211 1111

*Merger*

**VS DEC 28 1998**

Examiner's Initials	
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LAND RESOURCES INVESTMENT CO., a Florida corporation, 457600

INTO

**FLORIDA POWER & LIGHT COMPANY**, a Florida corporation, 106395

File date: December 24, 1998

Corporate Specialist: Velma Shepard

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**OF**

**LAND RESOURCES INVESTMENT CO.**  
**(a Florida corporation)**

**AND**

**FLORIDA POWER & LIGHT COMPANY**  
**(a Florida corporation)**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide that:

1. Land Resources Investment Co., a Florida corporation ("LRIC") and wholly-owned subsidiary of Florida Power & Light Company, a Florida corporation ("FPL"), shall be merged with and into FPL, which shall be the surviving corporation.

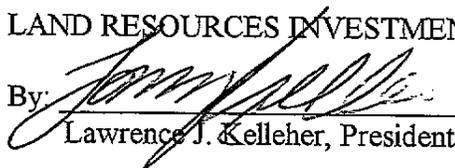
2. The merger shall become effective as of the date and time on which these Articles of Merger are filed by the Florida Secretary of State.

3. Pursuant to Section 607.0821 of the FBCA, the Plan of Merger dated as of December 15, 1998, pursuant to which LRIC shall be merged with and into FPL, was adopted by the Board of Directors of FPL by unanimous written consent dated as of December 14, 1998. The Plan of Merger is attached to these Articles of Merger as Attachment A.

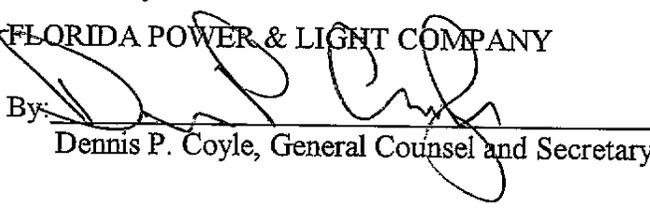
4. Pursuant to Section 607.1104 of the FBCA, the merger does not require the approval of FPL, as sole shareholder of LRIC, or of the shareholders of FPL.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of LRIC and FPL by their authorized officers as of December 15, 1998.

LAND RESOURCES INVESTMENT CO.

By:   
Lawrence J. Kelleher, President

FLORIDA POWER & LIGHT COMPANY

By:   
Dennis P. Coyle, General Counsel and Secretary

**ATTACHMENT A**

**PLAN OF MERGER**

of

**LAND RESOURCES INVESTMENT CO.,  
a Florida corporation,**

with and into

**FLORIDA POWER & LIGHT COMPANY,  
a Florida corporation**

This Plan of Merger (the "Plan") is dated as of this 15th day of December, 1998 by and between Land Resources Investment Co., a corporation organized and existing under the laws of the State of Florida ("LRIC") and a wholly-owned subsidiary of Florida Power & Light Company, a corporation organized and existing under the laws of the State of Florida (the "Company"), and the Company.

**Recitals**

A. All of the 500 authorized, issued and outstanding shares of common stock, par value of \$1.00 per share, of LRIC are owned by the Company.

B. The Board of Directors of the Company (the "Board") has determined that it is advisable and generally to the advantage and welfare of the Company and its shareholders and of LRIC and its shareholder that LRIC be merged with and into the Company (the "Merger") on the terms set forth in this Plan.

C. LRIC and the Company intend that the Merger be treated as a complete liquidation of LRIC pursuant to section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), in accordance with the plan of liquidation of LRIC adopted by the Board.

D. Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), the Merger does not require the approval of the Company, as sole shareholder of LRIC, or of the shareholders of the Company.

E. The Board approved and adopted this Plan by unanimous written consent dated as of December 14, 1998.

### Plan

1. Corporate Existence of the Surviving Corporation. At the Effective Time (as defined below) of the Merger, LRIC shall be merged with and into the Company and the Company shall be the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Company shall continue unaffected and unimpaired by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of LRIC shall be merged with and into the Company and the Company shall be fully vested therewith. The separate existence of LRIC, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger whereupon the Company and LRIC shall be and become one single corporation.

2. Conversion and Exchange of Shares. The manner of converting and exchanging the shares of each of the Company and LRIC shall be as follows:

(a) all shares of common stock, par value \$1.00 per share, of LRIC (the "LRIC Shares") that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;

(b) the sole holder of the LRIC Shares shall cease to have any rights with respect to the LRIC Shares; and

(c) each share of Common Stock, \$.01 par value per share, of the Company issued and outstanding before the Effective Time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

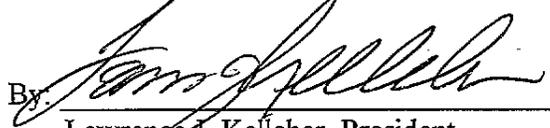
3. Effective Time of Merger. The "Effective Time" of the Merger shall be as of the date and time on which the Articles of Merger are filed with the Florida Secretary of State.

4. Rights of Dissenting Shareholders. There are no shareholders of LRIC who would be entitled to be paid the fair value of their LRIC Shares under the provisions of the FBCA regarding the rights of dissenting shareholders because the Company is the sole shareholder.

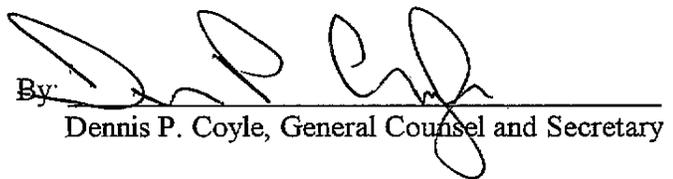
[SIGNATURES APPEAR ON THE FOLLOWING PAGE.]

IN WITNESS WHEREOF, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized as of the day and year first above written.

**LAND RESOURCES INVESTMENT CO.**

By:   
Lawrence J. Kelleher, President

**FLORIDA POWER & LIGHT COMPANY**

By:   
Dennis P. Coyle, General Counsel and Secretary

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