

H 69244
Florida Department of State
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MERGER OR SHARE EXCHANGE

FPL GROUP CAPITAL INC

EFFECTIVE DATE
6-7-04

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Mergers

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P.02



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 9, 2004

FPL GROUP CAPITAL INC
ATTN: DENNIS P. COYLE, 700 UNIVERSE BLVD
P.O. BOX 14000
JUNO BCH, FL 33408US

SUBJECT: FPL GROUP CAPITAL INC
REF: H69244

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE STATUTE NUMBER IN THE DOCUMENT TO READ: 607.1005.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H04000119809
Letter Number: 604A00039274

ARTICLES OF MERGER
 of
CAS INVESTMENTS, INC.
 a Delaware corporation
 into
FPL GROUP CAPITAL INC
 a Florida corporation

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 TALLAHASSEE, FLORIDA

Pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "Delaware Act") and Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned surviving company submits the following Articles of Merger for filing and certifies that:

1. The name and jurisdiction of formation of each of the entities which are to merge are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>
FPL Group Capital Inc	Florida
CAS Investments, Inc.	Delaware

EFFECTIVE DATE
 6-7-04


2. The effective date of the merger shall be June 7, 2004.
3. The name of the surviving corporation is FPL Group Capital Inc, a Florida corporation (the "Surviving Company"), and its principal place of business is 700 Universe Boulevard, Juno Beach, Florida 33408.
4. The Agreement and Plan of Merger, dated as of June 4, 2004 (the "Agreement and Plan of Merger"), between the Surviving Company and CAS Investments, Inc. has been approved by each of the shareholders of CAS Investments, Inc. and FPL Group Capital, Inc. on June 4, 2004
5. The Delaware Act and the Florida Act each permit the merger of CAS Investments, Inc. into the Surviving Company, and the Surviving Company has complied with all requirements of the Delaware Act and the Florida Act in effecting the merger.
6. The Agreement and Plan of Merger is attached.
7. A copy of the Agreement and Plan of Merger shall be furnished by the Surviving Company, on request and without cost, to any shareholder or member of any company that is a party to this merger or to any person holding an interest in any company that is a party to this merger.

8. The Surviving Company hereby appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of CAS Investments, Inc. The Surviving Company agrees to promptly pay to the dissenting shareholders of CAS Investments, Inc. the amount, if any, to which they are entitled.

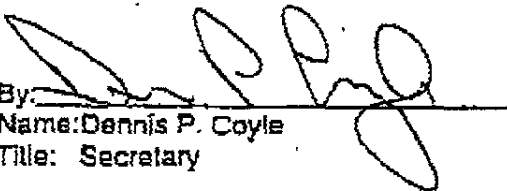
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IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of 4th day of June, 2004 and are being filed in accordance with Section 252 of the Delaware Act and Section 607.1105 of the Florida Act by an authorized person of the surviving *corporation* in the merger.

CAS INVESTMENTS, INC.

By: 
Name: Patrick M. Bryan
Title: Secretary

FPL GROUP CAPITAL INC

By: 
Name: Dennis P. Coyle
Title: Secretary

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 4th day of June, 2004, pursuant to section 252 of the General Corporation Law of the State of Delaware, between FPL GROUP CAPITAL INC, a Florida corporation and CAS INVESTMENTS, INC., a Delaware corporation.

WHEREAS, all of the constituent corporations desire to merge into a single corporation.

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: FPL Group Capital Inc hereby merges into itself CAS Investments, Inc., and said CAS Investments, Inc. shall be and hereby is merged into FPL Group Capital Inc which shall be the surviving corporation.

SECOND: The Articles of Incorporation of FPL Group Capital Inc as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The terms and conditions of the merger are as follows:

- (a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) This merger shall be come effective on June 7, 2004.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolved upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and


delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reasons of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FOURTH: The surviving corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of CAS Investments, Inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 252 of the General Corporation Law of the State of Delaware and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is J.E. Leon, 9250 West Flagler Street, Miami, FL 33174, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State of a different address for delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to said FPL Group Capital Inc at the above address.

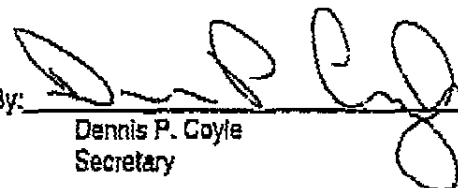
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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the Secretary of each party hereto as the respective act, deed and agreement of said corporations on this 4th day of June, 2004.

CAS INVESTMENTS, INC.

By: 
Patrick M. Bryan
Vice President and Secretary

FPL GROUP CAPITAL INC

By: 
Dennis P. Coyne
Secretary