

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Apr 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # J11139 (9)
 1. Corporation Name
FPL HOLDINGS INC



Principal Place of Business ATTN: DENNIS P COYLE, 700 UNIVERSE BLVD P.O. BOX 14000 JUNO BEACH FL 33408	Mailing Address ATTN: DENNIS P COYLE, 700 UNIVERSE BLVD P.O. BOX 14000 JUNO BEACH FL 33408
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date incorporated or Qualified 04/24/1986	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-2693420		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent LEON, J E 9250 W. FLAGLER ST. MIAMI FL 33174				10. Name and Address of New Registered Agent	
81 Name				85 Zip Code	
82 Street Address (P.O. Box Number is Not Acceptable)					
83					
84 City				FL	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DVT <input type="checkbox"/> DELETE	1.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SAMIL, D. L.	1.2 NAME	BENSON, JENNIFER C.
STREET ADDRESS	700 UNIVERSE BLVD	1.3 STREET ADDRESS	700 UNIVERSE BOULEVARD
CITY-ST-ZIP	JUNO BEACH FL	1.4 CITY-ST-ZIP	JUNO BEACH, FL 33408
TITLE	DPS <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	COYLE, DENNIS P	2.2 NAME	
STREET ADDRESS	700 UNIVERSE BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	JUNO BCH FL	2.4 CITY-ST-ZIP	
TITLE	DV <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	GELBER, LESLIE J	3.2 NAME	
STREET ADDRESS	11760 US HWY ONE #600	3.3 STREET ADDRESS	
CITY-ST-ZIP	N PALM BCH FL	3.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	4.1 TITLE	
NAME	BORGMEYER, SCOTT H	4.2 NAME	
STREET ADDRESS	700 UNIVERSE BOULEVARD	4.3 STREET ADDRESS	
CITY-ST-ZIP	JUNO BEACH FL	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  **Dennis P. Coyle** 03/16/98 (561) 694-4644

CR2E034 (10/97)