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Mar 14, 1999 8:00 am
Secretary of State

03-14-1999 90002 021 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # J11139

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
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified 04/24/1986	
4. FEI Number 59-2693420	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input checked="" 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	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code

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		<input type="checkbox"/> DELETE
TITLE	DVT	<input type="checkbox"/>
NAME	SAMIL, D. L.	
STREET ADDRESS	700 UNIVERSE BLVD	
CITY-ST-ZIP	JUNO BEACH FL	
TITLE	DPS	<input type="checkbox"/>
NAME	COYLE, DENNIS P	
STREET ADDRESS	700 UNIVERSE BLVD	
CITY-ST-ZIP	JUNO BCH FL	
TITLE	DV	<input checked="" type="checkbox"/>
NAME	GELBER, LESLIE J	
STREET ADDRESS	11760 US HWY ONE #600	
CITY-ST-ZIP	N PALM BCH FL	
TITLE	V	<input type="checkbox"/>
NAME	BENSON, JENNIFER C	
STREET ADDRESS	700 UNIVERSE BOULEVARD	
CITY-ST-ZIP	JUNO BEACH FL 33408	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
1.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
2.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
6.2 NAME			
6.3 STREET ADDRESS			
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, with all other like empowered.

SIGNATURE:  **Dennis P. Coyle** 02/05/99 (561) 694-4644

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNIFICANT OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)