

M04961

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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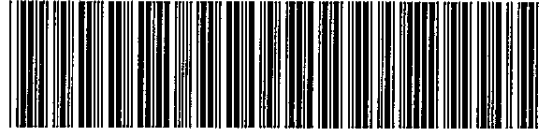
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RECEIVED
04 MAY 28 AM 10:37
DIVISION OF CORPORATION

FILED
04 MAY 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

G. Goulet MAY 28 2004

STEEL HECTOR & DAVIS LLP
Requestor's Name

215 S. MONROE ST. SUITE 601
Address

TALLAHASSEE 32301 222.2300
City/State/Zip Phone #

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

1. FPL GROUP, INC. M04961
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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 type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Trademark
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IF YOU HAVE ANY QUESTIONS PLEASE
CONTACT ELIZABETH GLEATON AT
222.2300.

THANK YOU.

Examiner's Initials

**ARTICLES OF AMENDMENT
TO THE
RESTATED ARTICLES OF INCORPORATION
OF
FPL GROUP, INC.**

1. The name of the corporation is FPL Group, Inc. (the "Corporation").
2. The text of Section 1 of Article III of the Restated Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

Section 1. Authorized Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 500,000,000 shares, consisting of 100,000,000 shares of Serial Preferred Stock, \$.01 par value, and 400,000,000 shares of Common Stock, \$.01 par value.

3. Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, these Articles of Amendment to the Restated Articles of Incorporation were approved and recommended to the shareholders of the Corporation at a meeting of the board of directors of the Corporation duly held on February 13, 2004, and were approved at a meeting of the shareholders of the Corporation duly held on May 21, 2004. The number of votes cast in favor of these Articles of Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned duly-authorized officer of the Corporation has executed these Articles of Amendment as of this 26th day of May, 2004.

FPL GROUP, INC.

By: 

Dennis P. Coyle
General Counsel and Secretary

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TALLAHASSEE, FLORIDA