

M04961

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Amend.

G. Coulliette JUL 03 2006

SQUIRE, SANDERS & DEMPSEY

Requester'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. MO4961
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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,
AS AMENDED, OF FPL GROUP, INC.
DELETING THE AUTHORIZATION FOR THE
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
OF
FPL GROUP, INC.**

FILED
2006 JUL -3 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1002 of the Florida Business Corporation Act, the undersigned corporation hereby submits the following amendment for the purpose of deleting the authorization for its Series A Junior Participating Preferred Stock:

1. The name of the corporation is FPL Group, Inc. (the "Corporation").
2. The amendment to the Restated Articles of Incorporation, as amended, of the Corporation adopted by the Board of Directors of the Corporation is as follows:


The Restated Articles of Incorporation, as amended, of the Corporation, are amended to delete authorization for the Series A Junior Participating Preferred Stock of the Corporation previously established as a series of its Serial Preferred Stock, \$.01 par value.

3. No shares of the Series A Junior Participating Preferred Stock of the Corporation have been issued.
4. This amendment was duly adopted by the Board of Directors of the Corporation on May 26, 2006 without shareholder action, which action was not required pursuant to Section 607.1002(5) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name by the undersigned, thereunto duly authorized, on July 3, 2006.

FPL GROUP, INC.

By: _____


Edward F. Tancer
Vice President &
General Counsel