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ACCOUNT NO. 2100000032  
DIVISION OF CORPORATIONS

REFERENCE : 977583 81965A

AUTHORIZATION : *Patricia Pyjunt*  
COST LIMIT : \$ 87.50

ORDER DATE : September 29, 1998  
ORDER TIME : 4:17 PM  
ORDER NO. : 977583-025  
CUSTOMER NO: 81965A  
CUSTOMER: Ms. Joan Hand (ex-jb)  
Florida Power And Light  
700 Universe Boulevard  
Juno Beach, FL 33408

FILED  
98 SEP 30 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ESI VIRGINIA POWER SERVICES, INC.

EFFICTIVE DATE:

400002651914--6

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: CC  
*N.C.*  
*9-30-98*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ESI VIRGINIA POWER SERVICES, INC.

FILED  
98 SEP 30 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I.

The name of the Corporation is ESI Virginia Power Services, Inc.

II.

The Articles of Incorporation of the Corporation are being amended to change the name of the Corporation. To accomplish such amendment, Article I of the Corporation's Articles of Incorporation is hereby amended to read as follows:

"The name of the Corporation is **FPL Energy Virginia Power Services, Inc.**"

The amendment was adopted on September 28, 1998, by written consent of ESI Operating Services, Inc. as the holder of all of the shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, ESI Virginia Power Services, Inc. has caused these Articles of Amendment to be executed by its Secretary on September 28, 1998.

ESI VIRGINIA POWER SERVICES, INC.

By: *Frances M. Carpenter*  
Frances M. Carpenter, Secretary