



P94000080812

ACCOUNT NO. 072100000032

REFERENCE 795965 7139839

AUTHORIZATION: *Knut Halverson*

COST LIMIT \$ 43.75

ORDER DATE : April 27, 1998

ORDER TIME : 9:57 AM

ORDER NO. : 795965-005

CUSTOMER NO: 7139839

CUSTOMER: Ms. Frances M. Carpenter  
Esi Energy, Inc.  
Suite 600  
11760 Us Highway One  
North Palm Beac, FL 33408

FILED  
98 APR 27 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

800002500908--7

DOMESTIC AMENDMENT FILING

NAME: ESI DOMINICAN REPUBLIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT */name change*  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

RECEIVED  
98 APR 27 AM 11:28  
DIVISION OF CORPORATION

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: *LFT*

*4-27-98*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ESI DOMINICAN REPUBLIC, INC.

FILED  
98 APR 27 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **ESI Dominican Republic, Inc.**

ARTICLE 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:

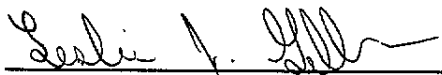
"The name of the Corporation is **FPL Energy Geo East Mesa Partners, Inc.**

ARTICLE III

The amendment was adopted on April 22, 1998 by written consent of ESI Energy, Inc. as the holder of all of the shares of the Corporation entitled to vote thereon and shall become effective on April 22, 1998.

IN WITNESS WHEREOF, ESI Dominican Republic, Inc. has caused these Articles of Amendment to be executed by its President and its Secretary on April 22, 1998

ESI DOMINICAN REPUBLIC, INC.

By:   
Leslie J. Gelber, President

By:   
Frances M. Carpenter, Secretary

**ESI DOMINICAN REPUBLIC, INC.**

**CONSENT OF SHAREHOLDER  
IN LIEU OF MEETING**


The undersigned, the holder of record of all of the outstanding shares of capital stock of ESI Dominican Republic, Inc., a Florida corporation (the Corporation), hereby consents to and adopts the following resolution, effective on and as of the date set forth below:

RESOLVED, that Article 1 of the Articles of Incorporation of the Corporation is amended to read as follows:

**"The name of the Corporation is FPL Energy Geo East Mesa Partners, Inc."**

Dated: April 22, 1998

ESI ENERGY, INC.

By:   
Leslie J. Gelber  
President