

1201 HAYS STREET
TALLAHASSEE, FL 32310
904 222 9071
904 222 0911 FAX

800-342-8086



P96000034204

ACCOUNT NO. : 072100000032

REFERENCE : 923307 81965A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : • 122.50

ORDER DATE : April 18, 1996

ORDER TIME : 11:25 AM

ORDER NL. : 923307

CUSTOMER NO: 81965A

300001786108

CUSTOMER: Ms. Joan Hand (ex-jb)
FLORIDA POWER AND LIGHT
COMPANY

700 Universe Boulevard
Juno Beach, FL 33408

DOMESTIC FILING

NAME: FPL INTERNATIONAL, INC.

EFFECTIVE DATE: 4-17-96

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS: *9/10/96 TS*

RECEIVED
APR 19 1996
STATE OF FLORIDA
CORPORATION DIVISION

**ARTICLES OF INCORPORATION
OF
FPL International, Inc.**

ARTICLE I

The name of the corporation is **FPL International, Inc.**

ARTICLE II

This corporation's existence shall become effective as of April 17, 1996.

ARTICLE III

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE VI

The mailing address of the principal place of business of the corporation is 700 Universe Boulevard, Juno Beach, Florida 33408.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, par value \$.01 per share.

ARTICLE VI

The street address of the initial registered office of the corporation is 9250 West Flagler Street, Miami, Florida 33174. The name of the initial registered agent of the corporation at that address is J. E. Leon.

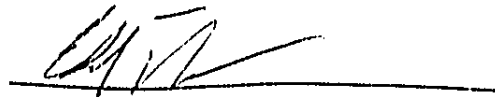
ARTICLE VII

The initial Board of Directors shall consist of one member who shall be Edward F. Tancer, whose address is 11770 U.S. Highway One, North Palm Beach, Florida 33408. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation

ARTICLE VIII

The name and address of the incorporator of the corporation is Edward F. Tancer, 11770 U.S. Highway One, North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on April 17, 1996.

A handwritten signature in black ink, appearing to read 'E. F. Tancer', is written over a solid horizontal line.

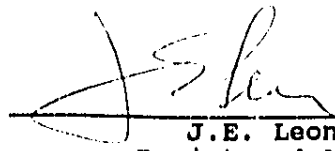
Edward F. Tancer, Incorporator

CONSENT OF REGISTERED AGENT
OF

FPL International, Inc.

The undersigned, J.E. Leon, whose business office is 9250 W. Flagler Street, Miami, Florida 33174 hereby accepts appointment as the initial registered agent of FPL International, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: April 17, 1996



J.E. Leon
Registered Agent

STATE OF FLORIDA
MAY 17 1996

96000034204



1501 HAYS STREET
TALLAHASSEE, FL 32310
904 224 1100

ACCOUNT NO. : 072100000032

REFERENCE : 036640 81965A

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : July 30, 1996

ORDER TIME : 1:10 PM

ORDER NO. : 036640

SECRETARY'S SIGNATURE

CUSTOMER NO: 81965A

CUSTOMER: Ms. Joan Hand (ex-jb)
Florida Power And Light

700 Universe Boulevard
Juno Beach, FL 33408

DOMESTIC AMENDMENT FILING

NAME: FPL INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

FILED
96 JUL 30 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

NC 096
7/31

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FPL INTERNATIONAL, INC.**

66 JUL 30 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the Corporation is FPL International, Inc.

II.

The Articles of Incorporation of the Corporation are being amended to change the name of the Corporation. To accomplish such amendment, Article 1 of the Corporation's Articles of Incorporation is hereby amended to read as follows:


"The name of the Corporation is **FPL Group International, Inc.**"

III.

The amendment was adopted on July 26, 1996, by written consent of FPL Group Capital Inc as the holder of all of the shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, FPL International, Inc. has caused these Articles of Amendment to be executed by its Secretary on July 26, 1996.

FPL INTERNATIONAL, INC.



Dennis P. Coyle, Secretary

FPL INTERNATIONAL, INC.

**CONSENT OF SHAREHOLDER
IN LIEU OF MEETING**

SECRETARY'S OFFICE
TALLAHASSEE, FLORIDA
JUL 30 1996
FILED

The undersigned, the holder of record of all of the outstanding shares of capital stock of FPL International, 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 I of the Articles of Incorporation of the Corporation is amended to read as follows:

"The name of the Corporation is FPL Group International, Inc."

Dated: July 26, 1996

FPL GROUP CAPITAL INC

By: *J. Broadhead*
James L. Broadhead
President and Chief Executive Officer