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PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 112434 81965A

AUTHORIZATION : Patricia Pizute

COST LIMIT : \$ 122.50

ORDER DATE : October 8, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 112434

600001967266

CUSTOMER NO: 81965A

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

700 Universe Boulevard
Juno Beach, FL 33408

FILED
96 OCT -8 AM 2: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ESI DOSWELL GP II, INC.

EFFECTIVE DATE:

- 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: Daniel W. Leggett

EXAMINER'S INITIALS:

RECEIVED
96 OCT -8 AM 11: 06
DIVISION OF CORPORATION

10 8-96
LR

**ARTICLES OF INCORPORATION
OF
ESI DOSWELL GP II, Inc.**

FILED
OCT -8 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **ESI Doswell GP II, Inc.**

ARTICLE II

This corporation's existence shall become effective as of **October 8, 1998.**

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 **11760 U. S. Highway One, Suite 600, North Palm Beach, Florida 33408.**

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is **1,000 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 October 7, 1996.

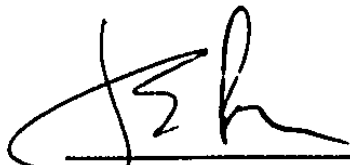


Edward F. Tancer, Incorporator

CONSENT OF REGISTERED AGENT
OF
ESI Doswell GP II, 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 ESI Doswell GP II, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: October 7, 1996



J.E. Leon
Registered Agent

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TALLAHASSEE, FLORIDA