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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 131091 81965A
AUTHORIZATION : *Patricia Pizzuti*
COST LIMIT : \$ 122.50

ORDER DATE : October 24, 1996
ORDER TIME : 9:44 AM
ORDER NO. : 131091-015
CUSTOMER NO: 81965A

EFFECTIVE DATE
10.23.96

FILED
56 OCT 24 PM 3:17
TALLAHASSEE, FLORIDA

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

700 Universe Boulevard
Juno Beach, FL 33408

DOMESTIC FILING

NAME: FPL GROUP INTERNATIONAL
SOUTH AMERICA II, INC.

EFFECTIVE DATE: 10/23/96

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

REC'D DIVISION
96 OCT 24 AM 11:28
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest
EXAMINER'S INITIALS:

WCE
10.24.96

**ARTICLES OF INCORPORATION
OF
FPL Group International South America II, Inc.**

EFFECTIVE DATE
10-23-96

FILED
OCT 23 1996
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **FPL Group International South America II, Inc.**

ARTICLE II

This corporation's existence shall become effective as of October 23, 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 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 23, 1996.

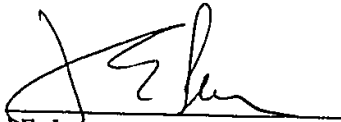


Edward F. Tancer, Incorporator

CONSENT OF REGISTERED AGENT
OF
FPL Group International South America 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
FPL Group International South America II, Inc., and accepts the obligations provided for in Section 607.0505,
Florida Statutes.

Dated: October 23, 1996



J.E. Leon
Registered Agent

FILED
OCT 24 PM 3:17
TALLAHASSEE, FLORIDA