

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Mar 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000087930 (9)
 1. Corporation Name
FPL GROUP INTERNATIONAL SOUTH AMERICA II, INC.



Principal Place of Business 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408	Mailing Address 11760 US HIGHWAY ONE SUITE 600 NORTH PALM BEACH FL 33408
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/23/1996	
21. Suite, Apt. #, etc.	22. City & State	26. Suite, Apt. #, etc.	27. City & State	4. FEI Number 65-0707915	Applied For Not Applicable
23. Zip	25. Country	29. Zip	30. Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
LEON, J.E. 9250 WEST FLAGLER STREET MIAMI FL 33174				81. Name	
				82. Street Address (P.O. Box Number is Not Acceptable)	
				83.	
				84. City	
				85. Zip Code	
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.					

LEON, J.E.
9250 WEST FLAGLER STREET
MIAMI FL 33174

81. Name
 82. Street Address (P.O. Box Number is Not Acceptable)
 83.
 84. City
 85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	S <input type="checkbox"/> DELETE	1.1 TITLE	DP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TANCER, EDWARD F	1.2 NAME	LEIGHTON, MICHAEL L
STREET ADDRESS	11760 US HIGHWAY ONE	1.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP	NORTH PALM BEACH FL	1.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	DP <input checked="" type="checkbox"/> DELETE	2.1 TITLE	DT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BONILLA, LORI J.	2.2 NAME	SAMIL, DILEK L
STREET ADDRESS	11760 US HIGHWAY ONE #600	2.3 STREET ADDRESS	700 UNIVERSE
CITY-ST-ZIP	N. PALM BEACH FL	2.4 CITY-ST-ZIP	JUNO BEACH FL 33408
TITLE	OV <input checked="" type="checkbox"/> DELETE	3.1 TITLE	A7 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WERNEBURG, KENNETH	3.2 NAME	CUTLER, PAUL I
STREET ADDRESS	11760 US HIGHWAY ONE #600	3.3 STREET ADDRESS	11760 US HIGHWAY ONE SUITE 600
CITY-ST-ZIP	N. PALM BEACH FL	3.4 CITY-ST-ZIP	NORTH PALM BEACH FL 33408
TITLE	DT <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MC GRATH, ROBETH	4.2 NAME	
STREET ADDRESS	11760 US HIGHWAY ONE #600	4.3 STREET ADDRESS	
CITY-ST-ZIP	N. PALM BEACH FL	4.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARPENTER, FRANCES M.	5.2 NAME	
STREET ADDRESS	11760 US HIGHWAY ONE #600	5.3 STREET ADDRESS	
CITY-ST-ZIP	N. PALM BEACH FL	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: EDWARD F. TANCER, SECRETARY  **2/18/98 (561)691-3500**

CR2E034 (10/97)