

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000088989



INCORPORATION
STATE OF FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 135965 81965A

AUTHORIZATION : *Patricia Pyjato*

COST LIMIT : \$ 122.50

ORDER DATE : October 29, 1996

ORDER TIME : 10:23 AM

EFFECTIVE DATE

ORDER NO. : 135965-005

10.28.96

200001989262--7

CUSTOMER NO: 81965A

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

700 Universe Boulevard
Juno Beach, FL 33408

DOMESTIC FILING

NAME: ESI DOSWELL POWER SERVICES,
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: Cindy Helentjaris

EXAMINER'S INITIALS:

KL
10.29.96

FILED
 95 OCT 29 PM 2:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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95 OCT 29 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ESI DOSWELL POWER SERVICES, INC.**

EFFECTIVE DATE
10-28-96

ARTICLE I

The name of the corporation is **ESI Doswell Power Services, Inc.**

ARTICLE II

This corporation's existence shall become effective as of October 28, 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.

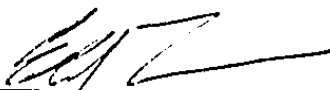
ARTICLE VII

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 25, 1996.

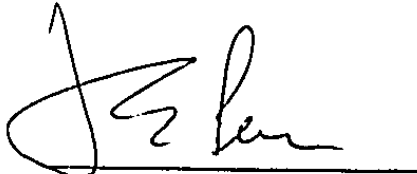


Edward F. Tancer, Incorporator

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

Dated: October 25, 1996



J.E. Leon
Registered Agent

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TALLAHASSEE, FLORIDA