

PA7000097452



ACCOUNT NO. : 072100000032
REFERENCE : 601361 81965A
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 78.75

ORDER DATE : November 14, 1997
ORDER TIME : 1:32 PM
ORDER NO. : 601361-005
CUSTOMER NO: 81965A
CUSTOMER: Ms. Joan Hand (ex-jb)
FLORIDA POWER AND LIGHT
COMPANY

600002347956-5

700 Universe Boulevard
Juno Beach, FL 33408

DOMESTIC FILING

NAME: ESI NORTHEAST ENERGY GP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 3:39

RECEIVED
97 NOV 14 PM 2:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE

11/13/97

FILED
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97 NOV 14 PM 3:39

**ARTICLES OF INCORPORATION
OF
ESI NORTHEAST ENERGY GP, INC.**

ARTICLE I

The name of the corporation is **ESI Northeast Energy GP, Inc.**

ARTICLE II

This corporation's existence shall become effective as of November 13, 1997.

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

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on November 13, 1997.

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

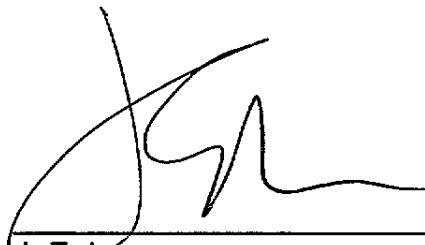
Edward F. Tancer, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 3:39

**CONSENT OF REGISTERED AGENT
OF
ESI NORTHEAST ENERGY GP, INC.**

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

Dated: November 13, 1997



J. E. Leon
Registered Agent