

P98000057368



ACCOUNT NO. : 072100000032

REFERENCE : 898350 81965A

AUTHORIZATION : Patricia Piquet

COST LIMIT : \$ 35.00

ORDER DATE : July 21, 1998

ORDER TIME : 9:42 AM

ORDER NO. : 898350-005

CUSTOMER NO: 81965A

CUSTOMER: Ms. Joan Hand (ex-jb)
Florida Power And Light

700 Universe Boulevard
Juno Beach, FL 33408

name
change
amend

400002583904--8

DOMESTIC AMENDMENT FILING

NAME: FPL POWER MARKETING, INC,

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
98 JUL 21 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION
98 JUL 21 AM 10:42
100

7/21/98

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FPL POWER MARKETING, INC.

FILED
98 JUL 21 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the Corporation is FPL Power Marketing, Inc.

II.

The Articles of Incorporation of the Corporation are being amended to change the name of the Corporation. To accomplish such amendment, Article I of the Corporation's Articles of Incorporation is hereby amended to read as follows:

"The name of the Corporation is **FPL Energy Power Marketing, Inc.**"

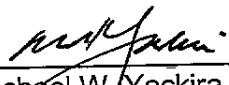
III.

The amendment was adopted on July 9, 1998, by written consent of FPL Energy, Inc. as the holder of all of the shares of the Corporation entitled to vote thereon.

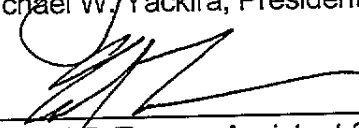
IN WITNESS WHEREOF, FPL Power Marketing, Inc. has caused these Articles of Amendment to be executed by its President and its Assistant Secretary on July 9, 1998.

FPL POWER MARKETING, INC.

By: _____


Michael W. Yackira, President

By: _____


Edward F. Tancer, Assistant Secretary

FPL POWER MARKETING, INC.

**CONSENT OF SHAREHOLDER
IN LIEU OF MEETING**

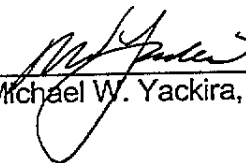
The undersigned, the holder of record of all of the outstanding shares of capital stock of FPL Power Marketing, Inc., a Florida corporation (the "Corporation"), hereby consents to and adopts the following resolution, effective on and as of the date set forth below:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"The name of the Corporation is FPL Energy Power Marketing, Inc."

Dated: July 9, 1998

FPL ENERGY, INC.

By: 
Michael W. Yackira, President