



THE UNITED STATES CORPORATION COMPANY

P9900042805

FILED

99 MAY 11 PM 2:11

ACCOUNT NO. : 072100000032

REFERENCE : 235736 135565A

AUTHORIZATION : Patricia Pigots

COST LIMIT : \$ 78.75

SECRETARY OF STATE TALLAHASSEE, FLORIDA

EFFECTIVE DATE

5-10-99

ORDER DATE : May 11, 1999

ORDER TIME : 11:48 AM

ORDER NO. : 235736-005

CUSTOMER NO: 135565A

500002871375--3

CUSTOMER: Ms. Tarra Evans
ESI ENERGY, INC.
ESI ENERGY, INC.
Suite D-3000
700 Universe Boulevard
North Palm Beac, FL 33408

DOMESTIC FILING

NAME: FPL ENERGY BELLINGHAM, 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: James Guy

EXAMINER'S INITIALS:

PH 5/11/99

RECEIVED
99 MAY 11 PM 12:13
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
FPL ENERGY BELLINGHAM, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **FPL Energy Bellingham, Inc.**

EFFECTIVE DATE
5-10-99

ARTICLE II

This corporation's existence shall become effective as of May 10, 1999.

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 700 Universe Boulevard, Juno 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 Karen Atkinson, whose address is 700 Universe Boulevard, Juno 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 Karen Atkinson, 700 Universe Boulevard, Juno Beach, Florida 33408.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on May 10, 1999.


Karen Atkinson, Incorporator

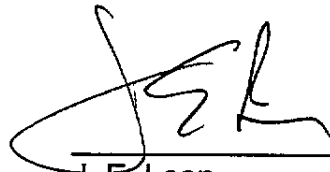
**CONSENT OF REGISTERED AGENT
OF**

FPL ENERGY BELLINGHAM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 FPL Energy Bellingham, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated:



J. E. Leon
Registered Agent