

434845

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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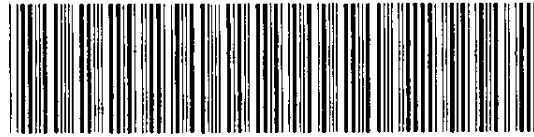
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. KOHR

OCT 13 2010

EXAMINER



103 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 878 5368 fax
www.ctlegalsolutions.com

October 13, 2010

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
DIVISION OF STATE
CORPORATIONS
10 OCT 13 PM 3 25

Re: Order #: 7969149 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

~~EPL Investments Inc. (FL)~~
~~Conversion~~
~~Florida~~

~~EPL Investments Inc. (FL)~~
~~Obtain Document, Misc. Certified copy of Conversion~~
~~Florida~~

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Freddy Morales
Corporate Operations Mgr.
freddy.morales@wolterskluwer.com



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

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850 878 5368 fax
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October 13, 2010

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7969149 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

~~FPL Investments Inc. (FL)~~
~~Conversion~~
~~Florida~~

~~FPL Investments Inc. (FL)~~
~~Obtain Document Misc Certified copy of Conversion~~
~~Florida~~

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Freddy Morales
Corporate Operations Mgr.
freddy.morales@wolterskluwer.com

CERTIFICATE OF CONVERSION
OF
FPL INVESTMENTS INC.
(a Florida corporation)
TO
FPL INVESTMENTS, LLC
(a Delaware limited liability company)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 OCT 13 PM 3:25

This Certificate of Conversion is being duly executed, delivered and filed by the undersigned to convert FPL Investments Inc., a Florida corporation (the "Company"), to FPL Investments, LLC, a Delaware limited liability company, pursuant to Section 607.1113 of the Florida Statutes.

1. The Company has been converted into a Delaware limited liability company named "FPL Investments, LLC" (the "LLC") in compliance with Chapter 607 of the Florida Statutes (the "Conversion"), and the Conversion complies with the applicable laws governing the LLC.

2. The Plan of Conversion providing for the Conversion was adopted and approved by the consent of the Board of Directors and the sole shareholder of the Company in accordance with Chapter 607 of the Florida Statutes.

3. The effective date of the Conversion in the State of Florida shall be as of the date of the filing of this Certificate of Conversion with the Secretary of State of Florida.

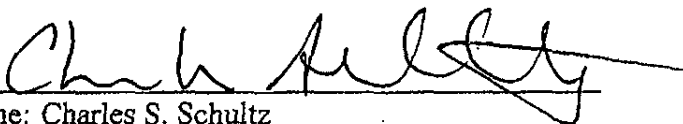
4. The registered address of the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

5. The LLC appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Company, including any appraisal rights of shareholders of the Company under Sections 607.1301 - 607.1333 of the Florida Statutes, and the street and mailing address of an office which the Florida Department of State may use for purposes of Section 607.1114(4) of the Florida Statutes is: The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

6. The LLC has agreed to pay any shareholder of the Company having appraisal rights the amount to which they are entitled under Sections 607.1301 - 607.1333 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
this 13 day of October, 2010.

FPL INVESTMENTS INC.

By: 
Name: Charles S. Schultz
Title: Secretary