

H65926

STEEL HECTOR & DAVIS LLP
 Requestor's Name

215 S. MONROE/SUITE 601
 Address

TALLAHASSEE 32301 222-2300
 City/State/Zip Phone #

9/30

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ESI ENERGY, INC. H65926
 (Corporation Name) (Document #) *WPA-22669*
2. ESI ENERGY, LLC
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 SEP 30 AM 11:20

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

900003001239-8
 -09/30/99-01024-013
 *****78.75 *****78.75

 900003001239-8
 -10/04/99-01008-022
 *****122.50 *****61.25

PLEASE CONTACT ELIZABETH AT 222-2300 REGARDING ANY QUESTIONS. THANK YOU.

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 1, 1999

STEEL HECTOR & DAVIS LLP

SUBJECT: ESI ENERGY, LLC
Ref. Number: W99000022669

We have received your document for ESI ENERGY, LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

The filing fees for this merger are \$35 for the corporation, \$52.50 for the limited company and \$52.50 for the certified copy.,

There is a balance due of \$61.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

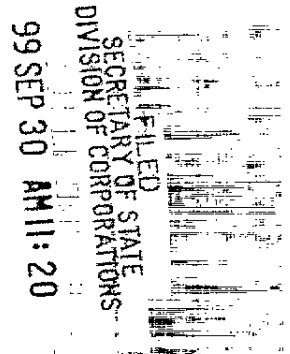
Michelle Hodges
Document Specialist

Letter Number: 799A00047805

ARTICLES OF MERGER
Merger Sheet

MERGING:

ESI ENERGY, INC., A Florida Corporation, H65926



INTO

ESI ENERGY, LLC. entity not qualified in Florida

File date: September 30, 1999

Corporate Specialist: Michelle Hodges

ARTICLES OF MERGER

of

**ESI ENERGY, INC.,
a Florida corporation,**

with and into

**ESI ENERGY, LLC,
a Delaware limited liability company**

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS


Pursuant to the provisions of Section 608.1109 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. ^{H05926} ESI Energy, Inc., a Florida corporation ("ESI"), shall be merged with and into ESI Energy, LLC, a Delaware limited liability company ("ESI LLC"), which shall be the surviving limited liability company in the merger.
2. The Plan of Merger dated as of September 29, 1999 (the "Plan of Merger") was approved (i) by ESI in accordance with the applicable provisions of the Florida Business Corporation Act and (ii) by ESI LLC in accordance with the applicable provisions of the Delaware Limited Liability Company Act. The Plan of Merger is attached to these Articles of Merger as Attachment A.
3. The merger shall be effective as of the date and time of the filing of the Certificate of Merger of ESI Energy, Inc. with and into ESI Energy, LLC with the Delaware Secretary of State.
4. The address of the principal office of ESI LLC is 700 Universe Boulevard, Juno Beach, Florida 33408.
5. ESI LLC is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of ESI.
6. ESI LLC has agreed to pay promptly to the dissenting shareholders of ESI the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

[SIGNATURES ON NEXT PAGE.]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of ESI and ESI LLC as of September 29, 1999.

ESI ENERGY, INC.

By: 
Name: Michael W. Yackira
Title: President

ESI ENERGY, LLC

By: FPL ENERGY, LLC, its Sole Member

By: FPL GROUP CAPITAL INC, as Sole
Member of FPL Energy, LLC


By: 
Name: Dilek Sami
Title: Vice President

EXHIBIT A

PLAN OF MERGER
of
ESI ENERGY, INC.,
a Florida corporation,
with and into
ESI ENERGY, LLC,
a Delaware limited liability company

This Plan of Merger (the "Plan") is dated as of September 29, 1999 between ESI Energy, Inc., a corporation organized and existing under the laws of the State of Florida ("ESI"), and ESI Energy, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("ESI LLC").

Recitals

A. Section 607.1108 of the Florida Business Corporation Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act"), the Articles of Incorporation and Bylaws of ESI and the Certificate of Formation and Limited Liability Company Agreement of ESI LLC permit the merger of ESI with and into ESI LLC (the "Merger"), which shall be the surviving entity in the Merger.

B. The Board of Directors of ESI has determined that it is advisable and to the advantage and welfare of ESI that the Merger be consummated on the terms set forth in this Plan.

C. The Plan was approved and adopted by (i) the shareholders of ESI on September 29, 1999 and (ii) the sole member of ESI LLC on September 29, 1999.

D. ESI and ESI LLC intend that the Merger constitute an exchange described in Section 721 of the Internal Revenue Code of 1986, as amended (the "Code"), and a complete liquidation of ESI pursuant to Section 332 of the Code.

Plan

1. Management after the Merger. At the Effective Time (as defined below), ESI LLC, as the surviving entity, shall be managed by the members of ESI LLC whose address is 700 Universe Boulevard, Juno Beach, Florida 33408.

1A. Existence of the Surviving Company. Upon the filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Time"), ESI shall be merged with and into ESI LLC, and ESI LLC shall be the surviving entity. The identity, existence, purposes, powers, franchises, rights and immunities of ESI LLC shall continue unaffected and unimpaired by the Merger. The identity, existence, purposes, powers, franchises, rights and immunities of ESI shall

be merged with and into ESI LLC, and the separate existence of ESI, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger.

2. Conversion of Interests. The manner and basis of converting the interests of each of ESI and ESI LLC shall be as follows:

(a) all interests of ESI (the "ESI Interests") that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;

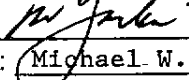
(b) the holders of the ESI Interests shall cease to have any rights with respect to the ESI Interests; and

(c) the interests of ESI LLC issued and outstanding before the Effective Time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

3. Payments to Dissenting Shareholders. ESI LLC agrees to pay promptly to the dissenting shareholders of ESI the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed as of the day and year first written above.

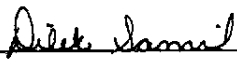
ESI ENERGY, INC.

By: 
Name: Michael W. Yackira
Title: President

ESI ENERGY, LLC

By: FPL ENERGY, LLC, its Sole Member

By: FPL GROUP CAPITAL INC, as Sole Member
of FPL Energy, LLC

By: 
Name: Dilek Samil
Title: Vice President