

P00000030718



ACCOUNT NO. : 072100000032

REFERENCE : 637910 135565A

AUTHORIZATION :

Patricia Pujit

COST LIMIT : \$ 78.75

ORDER DATE : March 24, 2000

ORDER TIME : 12:29 PM

ORDER NO. : 637910-005

CUSTOMER NO: 135565A

000003183530--9

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

DOMESTIC FILING

NAME: FPL ENERGY BASTROP 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: Ellyn Herndon

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 24 PM 2:10

RECEIVED
00 MAR 24 1:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE
[Signature]

EFFECTIVE DATE

3/23/00

FILED
SECRETARY OF STATE
STATE OF FLORIDA
00 MAR 24 PM 2:10

**ARTICLES OF INCORPORATION
OF
FPL ENERGY BASTROP GP, INC.**

ARTICLE I

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

ARTICLE II

This corporation's existence shall become effective as of March 23, 2000.

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 March 23, 2000.

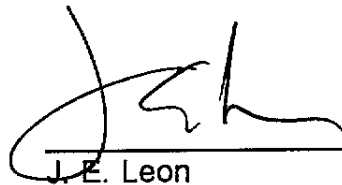

Karen Atkinson, Incorporator

**CONSENT OF REGISTERED AGENT
OF
FPL ENERGY BASTROP GP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 24 PM 2:10

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 Bastrop GP, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated:



J. E. Leon
Registered Agent