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ATTORNEYS

P9300004777

THOMAS A.
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June 23, 1999

BY UPS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-06/24/99--01057--002
*****70.00 *****70.00

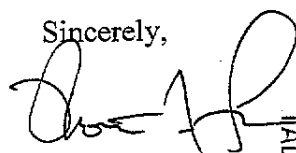
Re: Articles of Merger; Empresa Electrica del Ecuador, Inc. and Eastern Power
and Energy Corporation

Dear Sir or Madam:

Enclosed for filing with the Department of State are the Articles of Merger
and the attached Plan of Merger with respect to merger of the above-referenced
corporations. Also enclosed is a check in the amount of \$70.00 to cover filing fees.

Please give me a call if you require any additional information. Thank you
for your assistance with this matter.

Sincerely,



Thomas A. Loureiro

TAL/jbc

Enclosures

cc: Cuauhtemoc Santa-Ana
David J. Champoux, Esq.

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WEBSITE

FILED
99 JUN 25 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
T. LEWIS JUN 29 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

EASTERN POWER & ENERGY CORPORATION, a Florida corporation,
P93000004777.

INTO

EMPRESA ELECTRICA DEL ECUADOR, INC., a Massachusetts corporation
not qualified in Florida.

File date: June 25, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Empresa Electrica del Ecuador, Inc.

Maine

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Eastern Power & Energy Corporation

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 14, 1999.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 14, 1999.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

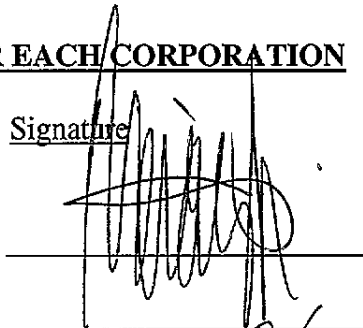
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Empresa Electrica del
Ecuador, Inc.



Fernando Aspiazu Seminario, President

Eastern Power &
Energy Corporation



Hernan Perez Loose, President

EXHIBIT A

PLAN OF MERGER of EASTERN POWER & ENERGY CORPORATION into EMPRESA ELECTRICA DEL ECUADOR, INC.

This Plan of Merger is adopted pursuant to 13-A M.R.S.A. §§ 904(1) and 906(2) and FLA. STAT. §§ 607.1101 and 607.1103, and provides for the merger (the "Merger") of Eastern Power & Energy Corporation (the "Parent Corporation"), a Florida corporation, with and into Empresa Electrica del Ecuador, Inc. (the "Subsidiary Corporation"), a Maine corporation, which Subsidiary Corporation shall survive the Merger and continue to exist as a Maine corporation. Parent Corporation owns fifty percent (50%) of the outstanding shares of Subsidiary Corporation.

The terms and conditions of the Merger and the other information required by 13-A M.R.S.A. § 904(1) and FLA. STAT. § 607.1101 to be set forth in this Plan of Merger are as follows:

1. The name of the participating Parent Corporation in the Merger is Eastern Power & Electric Corporation, and the name of the Subsidiary Corporation into which the Parent Corporation is to be merged is Empresa Electrica del Ecuador, Inc.

2. The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger shall have been duly executed and filed in the office of the Secretary of State of Maine pursuant to 13-A M.R.S.A. §§ 904 and 906 and FLA. STAT. §§ 607.1101 and 607.1103.

3. The Articles of Incorporation and Bylaws of the Subsidiary Corporation are to remain unchanged in the Merger. The Merger shall not affect the identity or terms of office of the Directors and Officers of the Subsidiary Corporation.

4. The manner and basis of exchanging shares of the Parent Corporation for shares of the Subsidiary Corporation is as follows:

In the Merger the one share of outstanding and issued Common Stock, \$1.00 par value, of the Parent Corporation ("Parent Corporation Common Stock") owned by North Eastern Power & Energy Corporation ("NEPEC"), a Bahamian corporation, and which is outstanding immediately prior to the Effective Date, shall be exchanged for 289,800 shares of Subsidiary Corporation Common Stock, \$10.00 par value ("Subsidiary Corporation Common Stock"). All shares of Parent Corporation Common Stock held by Parent Corporation as treasury stock shall be cancelled and extinguished as of the Effective Date.

5. From and after the Effective Date, no transfer of the shares of Common Stock of the Parent Corporation outstanding prior to the Effective Date shall be made on the stock transfer

books maintained by or for the Parent Corporation.

6. When the Merger has been effected:

The Parent Corporation and the Subsidiary Corporation shall be a single corporation, which shall be the Subsidiary Corporation.

The separate existence of the Parent Corporation shall cease.


The Subsidiary Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the corporation laws of Maine and shall, in addition, have all the rights, immunities and powers of the Parent Corporation.

The Subsidiary Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of the Parent Corporation. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to the Parent Corporation shall be taken and deemed to be transferred to and vested in the Subsidiary Corporation without further act or deed. The title to any real estate, or any interest therein, vested in the Parent Corporation shall not revert or be in any way impaired by reason of the Merger.

The Subsidiary Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Parent Corporation; and any claim existing or action or proceeding pending by or against the Parent Corporation may be prosecuted as if the Merger had not taken place, or the Subsidiary Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Parent Corporation shall be impaired by the Merger.

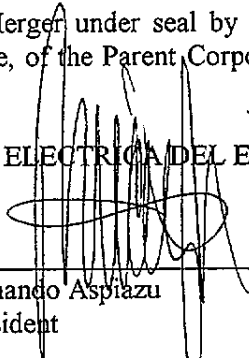
7. The Board of Directors of the Subsidiary Corporation expressly reserves the right to abandon the Merger and this Plan of Merger, at any time prior to the Effective Date, in its absolute discretion.

8. Parent Corporation, as the holder of half of the outstanding shares of Subsidiary Corporation, and NEPEC, as the holder of the balance of the outstanding shares of Subsidiary Corporation and all of the outstanding shares of Parent Corporation, hereby waive notice of the Merger and the right to receive a copy of this Plan of Merger, in order not to delay the effectiveness of the Merger, as contemplated by 13-A M.R.S.A. § 904(1)(C) and FLA. STAT. § 607.1103(4).

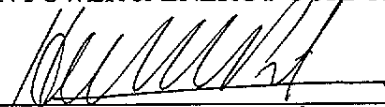


WITNESS the due execution of this Plan of Merger under seal by authority of the Board of Directors and/or the Shareholders, as appropriate, of the Parent Corporation and the Subsidiary Corporation this 14 day of June, 1999.

EMPRESA ELECTRICA DEL ECUADOR, INC.

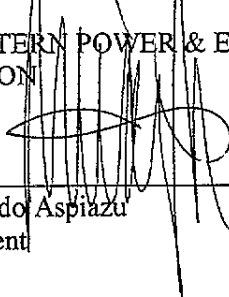
By: 
Name: Fernando Aspiazu
Title: President

EASTERN POWER & ENERGY CORPORATION

By: 
Name: Hernán Pérez Loose
Title: President

NEPEC join in this Plan of Merger for the limited purpose of waiving any required notice, as provided in paragraph 8 hereof.

NORTH EASTERN POWER & ENERGY CORPORATION

By: 
Name: Fernando Aspiazu
Titel: President