

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



P15000025451

ACCOUNT NO. : 072100000032

REFERENCE : 567305 81965B

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : March 28, 1995

ORDER TIME : 11:12 AM

ORDER NO. : 567305

CUSTOMER NO: 81965B

900001441479

CUSTOMER: Edward F. Tancer, Esq
FLORIDA POWER AND LIGHT
COMPANY
Legal Department
11770 U.S. Highway 1
N. Palm Beach, FL 33408-3003

EFFECTIVE DATE

MAR 27 1995

DOMESTIC FILING

NAME: ESI WEST ENFIELD LP, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN MAR 30 1995

FILED
95 MAR 30 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W95-6059



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 29, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ESI WEST ENFIELD LP, INC.
Ref. Number: W95000006859

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 795A00014158

03/29/95 18:00 07004 324 7197
FILE No. 179 03/29 '95 14:45 10:

PL POWER & LIGHT
4078257445

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PAGE 2



ESI ENERGY
AN EPL GROUP COMPANY

March 29, 1995

Ms. Debbie Skipper
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: ESI WEST ENFIELD LP, INC. AND ESI WEST ENFIELD, INC.

Dear Ms. Skipper:

- Please be advised that both of the above recently formed corporations are subsidiaries of ESI Energy, Inc. ESI Energy, Inc. has no objections to the similarity of the two names.

Please file both corporations at this time.

Thank you.

Sincerely,

Edward P. Tancer
Attorney

EFT:dag

ARTICLES OF INCORPORATION
OF
ESI West Enfield LP, Inc.

FILED
95 MAR 30 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is ESI West Enfield LP, Inc.

EFFECTIVE DATE

MAR 27 1995

ARTICLE II

This corporation's existence shall become effective as of March 27, 1995.

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 IV

The mailing address of the principal place of business of the corporation is 1400 Centrepark Boulevard, Suite 600, West Palm Beach, Florida 33401.

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.

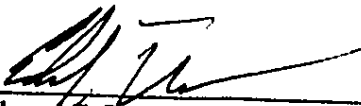
ARTICLE VII

The initial Board of Directors shall consist of one member who shall be Edward F. Tancer, whose address is 11770 U.S. Highway 1, North Palm 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 Edward F. Tancer, 11770 U.S. Highway 1, North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on March 27, 1995.




Edward F. Tancer

CONSENT OF REGISTERED AGENT
OF
ESI West Enfield LP, Inc.

FILED
95 MAR 30 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned J.E. Leon, whose business office is 9250 W. Flagler Street, Miami, Florida 33174 hereby accepts appointment as the initial registered agent of ESI West Enfield LP, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: March 27, 1995



J.E. Leon
Registered Agent



ESI ENERGY
AN FPL GROUP COMPANY

P95000025451

June 9, 1997

Secretary of State
Division of Corporations
P O Box 327
Tallahassee, FL 32314

Re: Dissolution of ESI West Enfield LP, Inc. P95000025451
Dissolution of ESI Jonesboro LP, Inc. P95000025453

Dear Madam:

Enclosed are Articles of Dissolution for the above-referenced corporations. Please find two checks enclosed for \$35.00 each for the dissolution fees.

Please send the acknowledgment of dissolution to:

Frances M. Carpenter
ESI Energy, Inc.
11760 US Highway One, Suite 600
North Palm Beach, FL 33408

600002238316--4
-07/15/97--01053--005
*****35.00 *****35.00

Sincerely,

ESI WEST ENFIELD LP, INC.
ESI JONESBORO LP, INC.

Frances M. Carpenter
Frances M. Carpenter
Secretary

Enclosures

FILED
97 JUL 15 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Doc 7/18

Vol. Diss.

**ARTICLES OF DISSOLUTION
OF
ESI WEST ENFIELD LP, INC.**

FILED
97 JUL 15 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is ESI West Enfield LP, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

Dissolution was authorized on June 5, 1997.

ARTICLE III

Dissolution was authorized by the written consent of the holder of all of the issued and outstanding shares of common stock of the Corporation, which number was sufficient for approval.

IN WITNESS WHEREOF, ESI West Enfield LP, Inc. has caused these Articles of Dissolution to be executed on its behalf on June 5, 1997.

ESI WEST ENFIELD LP, INC.

By


Frances M. Carpenter, Secretary