



222-9171
222-0391 AX
KBW 48863

ACCOUNT NO. : 072100000032

REFERENCE : 622211 819658

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 131.25

ORDER DATE : June 19, 1995

ORDER TIME : 10:19 AM

400001516354

ORDER NO. : 622211

CUSTOMER NO: 819658

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

DOMESTIC FILING

EFFECTIVE DATE
JUN 15 1995

NAME: ESI PANAMA, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

T. BROWN JUN 22 1995

#95-12486

FILED
95 JUN 21 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ESI PANAMA, INC.
Ref. Number: W95000012480

We have received your document for ESI PANAMA, INC. and the authorization to debit your account in the amount of \$131.25. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

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: 795A00030044

EFFECTIVE DATE
JUN 15 1995

FILED
95 JUN 21 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ESI PANAMA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ESI PANAMA, INC.

The address of the principal office of this corporation shall be 1400 Centrepark Boulevard, Suite 600, West Palm Beach, Florida 33401, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation's existence shall become effective as of June 15, 1995.

ARTICLE VI. OFFICERS AND DIRECTORS

The initial Board of Directors shall consist of one member initially. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

Edward F. Tancer	11770 U.S. Highway 1
Dir.	North Palm Beach, Florida 33408

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on June 21, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

ACG/acg



ESI ENERGY
AN FPL GROUP COMPANY

P95000048863

July 28, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

000001549890
-08/01/95--01009--001
*****35.00 *****35.00

Re: ESI PANAMA, INC.
Document #P95000048863

Enclosed is a Statement of Change of Registered Office and Registered Agent form for the above-referenced Florida corporation. Also enclosed is a check for the \$35 filing fee.

Please send verifical on of the change to me in the enclosed, postage-paid envelope.

Sincerely,

ESI PANAMA, INC.

Frances M. Carpenter

Frances M. Carpenter
Secretary

Encs.

FILED
95 JUL 31 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA Chg.

8/8

JB

Charter No. P95000048863

Date Filed _____

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: ESI Panama, Inc.

2. The name and address of its present registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

J. E. Leon

9250 W. Flagler Street

Miami, FL 33174

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Lori J. Bonilla

(Typed or printed name and title)

Signature

Lori J. Bonilla
(President or Vice President)

Date 7/18/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name J. E. Leon

Signature

J. E. Leon
(Agent)

Date

7-10-95