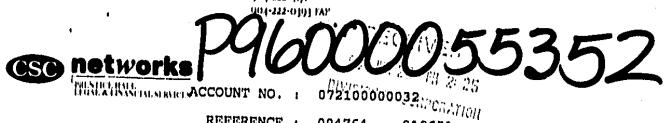
1201 HAYS STREET TALLAHASSEE, FL 32301-2607 904-222-9171

800-142-8086



004764

81965A

AUTHORIZATION :

REFERENCE 1

ORDER DATE : June 28, 1996

ORDER TIME : 11:58 AM

ORDER NO. 004764

CUSTOMER NO:

81965A

CUSTOMER: Ms. Joan Hand (ex-jb)

FLORIDA POWER AND LIGHT

COMPANY

700 Universe Boulevard Juno Beach, FL 33408

400001879774

DOMESTIC FILING

NAME:

FPL TERMOCANDELARIA, INC.

10:6 113

EFFECTIVE DATE:

_ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION OF

FPL TERMOCANDELARIA, Inc.

FILED

96 JUN 20 AM 9: 05

SECRETARY OF STATE
TALLARASSEE, FLORIDA

EFFECTIVE DATE

ARTICLE I

The name of the corporation is FPL TermoCandelaria, Inc.

ARTICLE II

This corporation's existence shall become effective as of June 27, 1998.

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 11760 U.S. Highway One, Suite #600, North Palm 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 Edward F. Tancer, whose address is 11770 U.S. Highway One, 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 One, North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on June 27, 1996.

Edward F. Tancer, incorporator

FILED

96 JUN 28 AH 9: 05

CONSENT OF REGISTERED AGENT

SELE MASSEE, FLORIDA

FPL TermoCandelaria, Inc.

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 FPL TermoCandelaria, Inc.

In Section 607.0505, Florida Statutes.

Dated: June 27, 1996

J.E. Leon

Registered Agent