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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

OTG, LLC

Certificate of Status	0
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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FPL Mamonal, Inc.	Florida	Corporation
		990000055359

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
OTG, LLC	Delaware	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

OTO, LLC

700 Universe Boulevard

Juno Beach, FL 33408

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: 700 Universe Boulevard

Juno Beach, FL 33408

Mailing address: 700 Universe Boulevard

Juno Beach, FL 33408

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
FPL Memorial, Inc.	<i>Rita W. Constantino</i>	Rita W. Constantino
OTG, LLC	<i>Rita W. Constantino</i>	Rita W. Constantino

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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AGREEMENT AND PLAN OF MERGER

of

FPL Mamonal, Inc.
a Florida corporation

with and into

OTG, LLC,
a Delaware limited liability company

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This Agreement and Plan of Merger (this "Agreement") is entered into this 22nd day of March, 2006 between FPL Mamonal, Inc., a Florida corporation ("FPL Mamonal"), and OTG, LLC, a Delaware limited liability company (the "Company").

Recitals

A. The Florida Business Corporation Act (the "Florida Act"), the Delaware Limited Liability Company Act (the "Delaware Act"), the Articles of Incorporation and Bylaws of FPL Mamonal, Inc. and the Limited Liability Company Agreement of the Company each permit the merger of FPL Mamonal, Inc. with and into the Company.

B. The shareholder of FPL Mamonal and the sole member of the Company deem it advisable and beneficial to the welfare of each such company and its shareholder or member, as applicable, to merge FPL Mamonal with and into the Company.

C. This Agreement was approved by unanimous written consent of each of (i) the sole shareholder and Board of Directors of FPL Mamonal on March 21, 2006 and (ii) the sole member of the Company on October 21, 2006.

NOW, THEREFORE, in consideration of the mutual promises and covenants in this Agreement, and other good and valuable consideration, the receipt and adequacy of which are hereby conclusively acknowledged, the parties, intending to be legally bound, agree as follows:

PLAN

1. Merger and Surviving Company. Subject to the terms and conditions of this Agreement and in accordance with the Florida Act and the Delaware Act, at the Effective Time (as defined below), FPL Mamonal shall be merged with and into the Company, with its principal place of business at 700 Universe Boulevard, Juno Beach, FL 33408 (the "Merger") and its principal place of business at 1209 Orange Street, County of New Castle, Wilmington, DE 19801. The

Company shall be the surviving company (the "Surviving Company") and shall continue to be governed by the laws of the State of Delaware (including, without limitation, the Delaware Act). From and after the Effective Time, the separate existence of FPL Mamonal shall cease. ESI Energy, LLC is located at 700 Universe Boulevard, Juno Beach, FL 33408, and is the sole member of OTG, LLC.

2. Effective Time. The Merger shall become effective at the time that the (i) the Articles of Merger have been filed with the Secretary of State of the State of Florida and (ii) a Certificate of Merger has been filed with the Secretary of State of the State of Delaware (the "Effective Time").

3. Limited Liability Company Agreement. The Limited Liability Company Agreement of the Company as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect with no change as the Limited Liability Company Agreement of the Surviving Company, and such Limited Liability Company Agreement may thereafter be amended and/or restated as provided therein and by the Delaware Act.

4. Management after the Merger. At the Effective Time, the member and officers of the Company immediately prior to the Effective Time will become the member and officers of the Surviving Company, each to hold office in accordance with the Limited Liability Company Agreement of the Surviving Company and the Delaware Act and until the earlier of such member's or officer's removal or the election or appointment of such member's or officer's successor, as the case may be. The Surviving Company shall be managed by its members and officers and shall not be managed by a Manager.

5. Rights and Liabilities of Surviving Company. At the Effective Time, all of the properties, rights, privileges, powers and franchises of FPL Mamonal and the Company will vest in the Surviving Company, and all debts, liabilities and duties of FPL Mamonal and the Company will become the debts, liabilities and duties of the Surviving Company.

6. Conversion of Capital Stock. Each share of the capital stock of FPL Mamonal issued and outstanding immediately prior to the Effective Time shall be converted into a membership interest in the Surviving Company.

7. Representations and Warranties of FPL Mamonal. FPL Mamonal represents and warrants that it is a corporation duly formed, validly existing and in good standing under the laws of the State of Florida, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

8. Representations and Warranties of the Company. The Company represents and warrants that it is a limited liability company duly formed, validly existing and in good standing under the laws of the State of Delaware, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

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9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Delaware, without regard to conflicts of law principles.

10. Counterparts. This Agreement may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

[Remainder of page intentionally left blank; next page is signature page]

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed
as of the day and year first written above.

FPL MAMONAL, INC.,
a Florida corporation

By: Rita W. Costantino
Name: Rita W. Costantino
Title: Assistant Secretary

OTG, LLC,
a Delaware limited liability company

By: Rita W. Costantino
Name: Rita W. Costantino
Title: Assistant Secretary

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