

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
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796000087930



PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032  
REFERENCE : 131091 81965A  
AUTHORIZATION : *Patricia Pizzuti*  
COST LIMIT : \$ 122.50

ORDER DATE : October 24, 1996  
ORDER TIME : 9:44 AM  
ORDER NO. : 131091-015  
EFFECTIVE DATE  
*10.23.96*  
CUSTOMER NO: 81965A

FILED  
56 OCT 24 PM 3:17  
TALLAHASSEE, FLORIDA

CUSTOMER: Ms. Joan Hand (ex-jb)  
FLORIDA POWER AND LIGHT  
COMPANY

700001984987--9

700 Universe Boulevard  
Juno Beach, FL 33408

DOMESTIC FILING

NAME: FPL GROUP INTERNATIONAL  
SOUTH AMERICA II, INC.

EFFECTIVE DATE: 10/23/96

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

RECEIVED  
96 OCT 24 PM 11:28  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest  
EXAMINER'S INITIALS:

*KE*  
*10.24.96*

EFFECTIVE DATE  
10-23-96

**ARTICLES OF INCORPORATION  
OF  
FPL Group International South America II, Inc.**

FILED  
OCT 23 1996  
TALLAHASSEE, FLA.

**ARTICLE I**

The name of the corporation is **FPL Group International South America II, Inc.**

**ARTICLE II**

This corporation's existence shall become effective as of October 23, 1996.

**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.

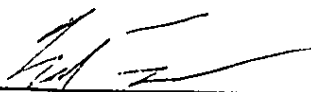
**ARTICLE VII**

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.

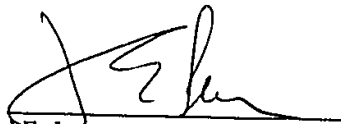
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on October 23, 1996.

  
\_\_\_\_\_  
Edward F. Tancer, Incorporator

CONSENT OF REGISTERED AGENT  
OF  
FPL Group International South America II, 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 Group International South America II, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: October 23, 1996



J.E. Leon  
Registered Agent

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