


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 29, 1999 8:00 am  
Secretary of State

04-29-1999 90277 010 \*\*\*150.00



<b>PROFIT CORPORATION ANNUAL REPORT 1999</b>				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P96000087930</b>					
1. Corporation Name <b>FPL GROUP INTERNATIONAL SOUTH AMERICA II, INC.</b>					
Principal Place of Business <b>700 UNIVERSE BLVD JUNO BEACH FL 33408</b>			Mailing Address <b>ATTN: FRANCES M. CARPENTER 700 UNIVERSE BLVD JUNO BEACH FL 33408</b>		
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>10/23/1996</b>	
21		26		4. FEI Number <b>65-0707915</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
22		27		6. Election Campaign Financing, Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
City & State		City & State		8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
23		28		9. Name and Address of Current Registered Agent	
Zip		Zip		10. Name and Address of New Registered Agent	
24		29		81 Name	
Country		Country		82 Street Address (P.O. Box Number is Not Acceptable)	
25		30		83	
Country		Country		84 City	
26		31		85 Zip Code	
Country		Country		FL	
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.					
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>					
DATE _____					
12. OFFICERS AND DIRECTORS					
1.1 TITLE <input checked="" type="checkbox"/> DELETE					
1.2 NAME <b>S TANCER, EDWARD F</b>					
1.3 STREET ADDRESS <b>11760 US HIGHWAY ONE</b>					
1.4 CITY-ST-ZIP <b>NORTH PALM BEACH FL</b>					
2.1 TITLE <input checked="" type="checkbox"/> DELETE					
2.2 NAME <b>DP LEIGHTON, MICHAEL L</b>					
2.3 STREET ADDRESS <b>11760 US HWY 1, STE 600</b>					
2.4 CITY-ST-ZIP <b>N PALM BCH FL 33408</b>					
3.1 TITLE <input checked="" type="checkbox"/> DELETE					
3.2 NAME <b>DT SAMIL, DILEK L</b>					
3.3 STREET ADDRESS <b>700 UNIVERSE</b>					
3.4 CITY-ST-ZIP <b>JUNO BCH FL 33408</b>					
4.1 TITLE <input checked="" type="checkbox"/> DELETE					
4.2 NAME <b>AT CUTLER, PAUL I</b>					
4.3 STREET ADDRESS <b>11760 US HWY 1, STE 600</b>					
4.4 CITY-ST-ZIP <b>N PALM BCH FL 33408</b>					
5.1 TITLE <input checked="" type="checkbox"/> DELETE					
5.2 NAME <b>AS CARPENTER, FRANCES M.</b>					
5.3 STREET ADDRESS <b>11760 US HIGHWAY ONE #600</b>					
5.4 CITY-ST-ZIP <b>N. PALM BEACH FL</b>					
6.1 TITLE <input type="checkbox"/> DELETE					
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-ST-ZIP					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition					
1.2 NAME <b>D Yackira, Michael W.</b>					
1.3 STREET ADDRESS <b>700 Universe Blvd.</b>					
1.4 CITY-ST-ZIP <b>Juno Beach FL 33408</b>					
2.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition					
2.2 NAME <b>D/P Leighton, Michael L.</b>					
2.3 STREET ADDRESS <b>700 Universe Blvd.</b>					
2.4 CITY-ST-ZIP <b>Juno Beach FL 33408</b>					
3.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition					
3.2 NAME <b>D/T Samil, Dilek L.</b>					
3.3 STREET ADDRESS <b>700 Universe Blvd.</b>					
3.4 CITY-ST-ZIP <b>Juno Beach FL 33408</b>					
4.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition					
4.2 NAME <b>AT Cutler, Paul I.</b>					
4.3 STREET ADDRESS <b>700 Universe Blvd.</b>					
4.4 CITY-ST-ZIP <b>Juno Beach FL 33408</b>					
5.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition					
5.2 NAME <b>S Tancer, Edward F.</b>					
5.3 STREET ADDRESS <b>700 Universe Blvd.</b>					
5.4 CITY-ST-ZIP <b>Juno Beach FL 33408</b>					
6.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition					
6.2 NAME <b>AS Carpenter, Frances M.</b>					
6.3 STREET ADDRESS <b>700 Universe Blvd.</b>					
6.4 CITY-ST-ZIP <b>Juno Beach FL 33408</b>					

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address, with all other like empowered.

SIGNATURE: Frances M. Carpenter 3/5/99 561-691-7171  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

0326711

CR2E034 (-1/98)