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P96000088980



PRINTED MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 135965 81965A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 122.50

ORDER DATE : October 29, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 135965-015

EFFECTIVE DATE

10-28-96

CUSTOMER NO: 81965A

700001989257--2

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

700 Universe Boulevard
Juno Beach, FL 33408

DOMESTIC FILING

NAME: ESI DLP-LP HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

KR
10-29-96

FILED
95 OCT 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 OCT 29 PM 12:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ESI DLP-LP HOLDINGS, INC.**

EFFECTIVE DATE
10-28-96

FILED
OCT 28 1996
CLERK OF CIRCUIT COURT
IN AND FOR THE 17TH JUDICIAL CIRCUIT
IN FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **ESI DLP-LP Holdings, Inc.**

ARTICLE II

This corporation's existence shall become effective as of October 28, 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.

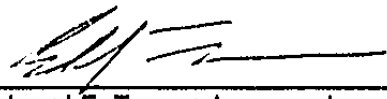
ARTICLE VII

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 25, 1996.



Edward F. Tancer, Incorporator

CONSENT OF REGISTERED AGENT
OF

ESL DLP-LP Holdings, 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 ESL DLP-LP Holdings, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: October 25, 1996



J.E. Leon
Registered Agent

FILED
95 OCT 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA