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DIVISION OF CORPORATIONS
99 DEC - 9 AM 9:14



PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 180107 - 81965A

AUTHORIZATION : Patricia Pzyut

COST LIMIT : \$ 122.50

ORDER DATE : December 9, 1996

ORDER TIME : 9:33 AM

ORDER NO. : 180107-015

CUSTOMER NO: 81965A

800002023248--6

effective
12-04-96

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

700 Universe Boulevard
Juno Beach, FL 33408

DOMESTIC FILING

NAME: ESI CHEROKEE MGP, 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: W. Charles Earnest

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
ESI CHEROKEE MGP, INC.**

ARTICLE I

The name of the corporation is ESI Cherokee MGP, Inc.

ARTICLE II

This corporation's existence shall become effective as of December 4, 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

*effective
12-04-96*

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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 December 4, 1996.

A handwritten signature in black ink, appearing to read 'E. F. Tancer', written over a horizontal line.

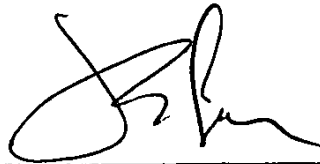
Edward F. Tancer, Incorporator

CONSENT OF REGISTERED AGENT
OF
ESI Cherokee MGP, Inc.

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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 ESI Cherokee MGP, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: December 4, 1996



J.E. Leon
Registered Agent