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ACCOUNT NO. : 072100000032

REFERENCE : 203627 81965B

AUTHORIZATION :

COST LIMIT : \$ 122.50

96 DEC 27 AM 10:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pygott

ORDER DATE : December 27, 1996

ORDER TIME : 1:51 PM

ORDER NO. : 203627-010

EFFECTIVE DATE

12-26-96

000002040580--9

CUSTOMER NO: 81965B

CUSTOMER: Edward F. Tancer, Esq
FLORIDA POWER AND LIGHT
COMPANY
Legal Department
11770 U.S. Highway 1
N. Palm Beach, FL 33408-3003

DOMESTIC FILING

NAME: ESI VANSYCLE LP, 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: Michael E. Klunk

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

ESI VANSYCLE LP, INC.

EFFECTIVE DATE
12-26-96

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

The name of the corporation is ESI Vansycle LP, Inc.

ARTICLE II

This corporation's existence shall become effective as of December 26, 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 IV

The mailing address of the principal place of business of the corporation is 11760 U.S. Highway 1, North Palm Beach, FL 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 1, 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 1, North Palm Beach, Florida 33408.**

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on December 26, 1996.

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

Edward F. Tancer

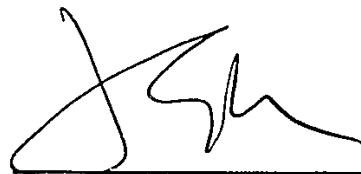
**CONSENT OF REGISTERED AGENT
OF
ESI VANSYCLE LP, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, J. E. Leon, whose business office is 9250 West Flagler Street, Miami, Florida 33174 hereby accepts appointment as the initial registered agent of ESI Vansycle LP, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated:



J. E. Leon
Registered Agent