THE UNITED STATES CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE: 212739

81965A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : January 7, 1997

ORDER TIME : 10:42 AM

EFFECTIVE DATE

ORDER NO. : 212739-025

CUSTOMER NO: 81965A

CUSTOMER: Ms. Joan Hand (ex-jb)

FLORIDA POWER AND LIGHT

COMPANY

700 Universe Boulevard Juno Beach, FL 33408

DOMESTIC FILING

NAME:

ESI CALISTOGA POWER

SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY _ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

400002048934 -- 6 4

BINISION OF CORPORATION TO ITI



ARTICLES OF INCORPORATION OF

ESI CALISTOGA POWER SERVICES, INC.



ARTICLE I

The name of the corporation is ESI Catistoga Power Services, Inc.

ARTICLE II

This corporation's existence shall become effective as of January 6, 1997.

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 January 3, 1997.

Edward F. Tancer, Incorporator

CONSENT OF REGISTERED AGENT OF

ESI CALISTOGA POWER SERVICES, INC.

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 Calistoga Power Services, Inc., and accepts the obligations provided

for in Section 607.0505, Florida Statutes.

Dated: January 3, 1997

l. E. Leon

Registered Agent

97 JAN -7 PH 2:0