



THE UNITED STATES
CORPORATION
COMPANY

P97000007008

ACCOUNT NO. : 072100000032

REFERENCE : 233468 81965A

AUTHORIZATION :

Patricia Pizich

COST LIMIT : \$ 78.75

ORDER DATE : January 23, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 233468-035

CUSTOMER NO: 81965A

000002066270--6

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

700 Universe Boulevard
Juno Beach, FL 33408

DOMESTIC FILING

NAME: ESI DOSWELL LP HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 JAN 23 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN 23 AM 11:32
DEPARTMENT OF REVENUE
DIVISION OF CORPORATE FILING
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ESI DOSWELL LP HOLDINGS, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

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

ARTICLE II

This corporation's existence shall become effective as of January 23, 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.

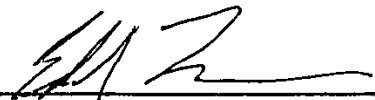
ARTICLE VII

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 22, 1997.

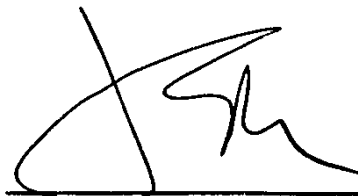


Edward F. Tancer, Incorporator

**CONSENT OF REGISTERED AGENT
OF
ESI DOSWELL LP HOLDINGS, 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 Doswell LP Holdings, Inc., and accepts the obligations provided
for in Section 607.0505, Florida Statutes.

Dated: January 22, 1997



J. E. Leon
Registered Agent

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