

P97000007009



ACCOUNT NO. : 072100000032

REFERENCE : 233468 81965A

AUTHORIZATION : Patricia Pizjts

COST LIMIT : \$ 78.75

ORDER DATE : January 23, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 233468-020

CUSTOMER NO: 81965A

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

700 Universe Boulevard
Juno Beach, FL 33408

900002066269--9

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97 JAN 23 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ESI DOSWELL GP II
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:

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

KR
1-24-97

**ARTICLES OF INCORPORATION
OF
ESI DOSWELL GP II HOLDINGS, INC.**

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ARTICLE I

The name of the corporation is ESI Doswell GP II 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.

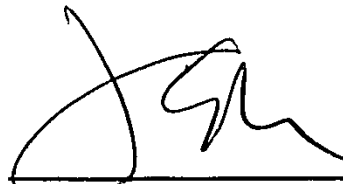
A handwritten signature in dark ink, appearing to read 'E. Tancer', written over a horizontal line.

Edward F. Tancer, Incorporator

**CONSENT OF REGISTERED AGENT
OF
ESI DOSWELL GP II 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 GP II 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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