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ACCOUNT NO. : 072100000032

REFERENCE : 465757 81965A

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : July 17, 1997

ORDER TIME : 11:37 AM

ORDER NO. : 465757-005

500002240935-8

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 LAKE BENTON HOLDINGS, 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: Deborah Schroder

EXAMINER'S INITIALS:

Eff. date = filing date

RECEIVED
97 JUL 17 PM 1:57
DIVISION OF CORPORATION
JUL 18 1997

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**ARTICLES OF INCORPORATION
OF
ESI LAKE BENTON HOLDINGS, INC.**

FILED

97 JUL 17 AM 9:47

TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **ESI Lake Benton Holdings, Inc.**

ARTICLE II

This corporation's existence shall become effective as of July 17, 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 11760 U.S. Highway One, Suite 600, 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, 11760 U.S. Highway One, Suite 600, North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on December 4, 1996.


Edward F. Tancer, Incorporator

**CONSENT OF REGISTERED AGENT
OF
ESI LAKE BENTON 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 Lake Benton Holdings, Inc., and accepts the obligations provided
for in Section 607.0505, Florida Statutes.

Dated: July 16, 1997



J. E. Leon
Registered Agent

FILED
JUL 17 1997
TALLAHASSEE, FLORIDA