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ACCOUNT NO. : 072100000032

REFERENCE : 631179 81965A

AUTHORIZATION :

Patricia Pzyut

COST LIMIT : \$ 78.75

ORDER DATE : December 11, 1997

ORDER TIME : 10:41 AM

ORDER NO. : 631179-005

CUSTOMER NO: 81965A

700002369317--2

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

700 Universe Boulevard
Juno Beach, FL 33408

DOMESTIC FILING

NAME: ESI ORMESA HOLDINGS, INC.

EFFECTIVE DATE: 12/10/97

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XXXXX PLAIN STAMPED COPY
- XXXXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97DEC 11 PM12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-10-97

Dmc 12-10-97

RECEIVED
97DEC 11 PM12:17
DIVISION OF CORPORATION

FILED

97 DEC 11 PM 12:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ESI ORMESA HOLDINGS, INC.**

ARTICLE I

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

EFFECTIVE DATE
12-10-97

ARTICLE II

This corporation's existence shall become effective as of December 10, 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 10, 1997.



Edward F. Tancer, Incorporator

FILED

**CONSENT OF REGISTERED AGENT
OF**

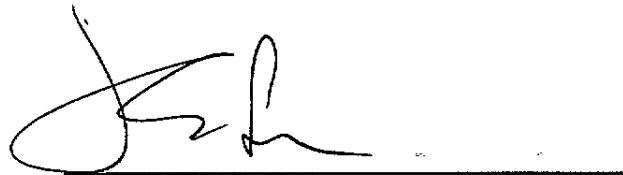
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ESI ORMESA HOLDINGS, INC.

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 Ormesa Holdings, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: December 10, 1997



J. E. Leon
Registered Agent