



THE UNITED STATES
CORPORATION
COMPANY

P98 0000 026 13

ACCOUNT NO. : 072100000032

REFERENCE : 532707 135565A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigott

ORDER DATE : December 29, 1999

ORDER TIME : 12:33 PM

ORDER NO. : 532707-005

100003083431--0

CUSTOMER NO: 135565A

CUSTOMER: Ms. Magaly Feliciano
Esi Energy, Inc.
Suite D-3000
700 Universe Boulevard
North Palm Beach, FL 33408

FILED
99 DEC 29 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ESI HAWKEYE POWER, INC.

INTO

ESI HAWKEYE POWER, LLC

EFFECTIVE DATE
12/31/99

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS

[Signature]
12/30

RECEIVED
99 DEC 29 PM 12:56
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ESI HAWKEYE POWER, INC., A FLORIDA CORP.

INTO

ESI HAWKEYE POWER, LLC, entity not qualified in Florida.

File date: December 29, 1999, effective December 31, 1999

Corporate Specialist: Gretchen Harvey

Account number: 072100000032

Account charged: 60.00

ARTICLES OF MERGER

of

ESI HAWKEYE POWER, INC.,
a Florida corporation,

with and into

ESI HAWKEYE POWER, LLC,
a Delaware limited liability company

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99 DEC 29 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.1109 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. ESI Hawkeye Power, Inc., a Florida corporation ("ESI Inc."), shall be merged with and into ESI Hawkeye Power, LLC, a Delaware limited liability company ("ESI LLC"), which shall be the surviving limited liability company in the merger.

2. The Plan of Merger dated as of December 29, 1999 (the "Plan of Merger") was approved (i) by ESI Inc. in accordance with the applicable provisions of the Florida Business Corporation Act and (ii) by ESI LLC in accordance with the applicable provisions of the Delaware Limited Liability Company Act. The Plan of Merger is attached to these Articles of Merger as Attachment A.

3. The merger shall be effective as of December 31, 1999.

4. The address of the principal office of ESI LLC is 700 Universe Boulevard, Juno Beach, Florida 33408.

5. ESI LLC is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of ESI Inc..


6. ESI LLC has agreed to pay promptly to the dissenting shareholders of ESI Inc. the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

[SIGNATURES ON NEXT PAGE.]


EFFECTIVE DATE
12/31/99

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of ESI Inc. and ESI LLC as of December 29, 1999.

ESI HAWKEYE POWER, INC.

By: 
Name: Michael W. Yackira
Title: President

ESI HAWKEYE POWER, LLC

By: 
Name: Michael W. Yackira
Title: President

FILED
99 DEC 29 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
of
ESI HAWKEYE POWER, INC.,
a Florida corporation,
with and into
ESI HAWKEYE POWER, LLC,
a Delaware limited liability company

FILED
99 DEC 29 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Plan of Merger (the "Plan") is dated as of December 29, 1999 between ESI Hawkeye Power, Inc., a corporation organized and existing under the laws of the State of Florida ("ESI Inc."), and ESI Hawkeye Power, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("ESI LLC").

Recitals

A. Section 607.1108 of the Florida Business Corporation Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act"), the Articles of Incorporation and Bylaws of ESI Inc. and the Certificate of Formation and Limited Liability Company Agreement of ESI LLC permit the merger of ESI Inc. with and into ESI LLC (the "Merger"), which shall be the surviving entity in the Merger.

B. The Board of Directors of ESI Inc. has determined that it is advisable and to the advantage and welfare of ESI Inc. that the Merger be consummated on the terms set forth in this Plan.

C. The Plan was approved and adopted by (i) the shareholders of ESI Inc. on December 29, 1999 and (ii) the sole member of ESI LLC on December 29, 1999.

D. ESI Inc. and ESI LLC intend that the Merger constitute an exchange described in Section 721 of the Internal Revenue Code of 1986, as amended (the "Code"), and a complete liquidation of ESI Inc. pursuant to Section 332 of the Code.

Plan

1. Existence of the Surviving Company. On December 31, 1999 (the "Effective Date"), ESI Inc. shall be merged with and into ESI LLC, and ESI LLC shall be the surviving entity. The identity, existence, purposes, powers, franchises, rights and immunities of ESI LLC shall continue unaffected and unimpaired by the Merger. The identity, existence, purposes, powers, franchises, rights and immunities of ESI Inc. shall be merged with and into ESI LLC, and the separate existence of ESI Inc., except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger.

The company will not be managed by one or more managers.

2. Conversion of Interests. The manner and basis of converting the interests of each of ESI Inc. and ESI LLC shall be as follows:

(a) all interests of ESI Inc. (the "ESI Inc. Interests") that are outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;


(b) the holders of the ESI Inc. Interests shall cease to have any rights with respect to the ESI Inc. Interests; and

(c) the interests of ESI LLC issued and outstanding before the Effective Date of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

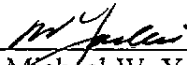
3. Payments to Dissenting Shareholders. ESI LLC agrees to pay promptly to the dissenting shareholders of ESI Inc. the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed as of the day and year first written above.

ESI HAWKEYE POWER, INC.

By: 
Name: Michael W. Yackira
Title: President

ESI HAWKEYE POWER, LLC

By: 
Name: Michael W. Yackira
Title: President

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