

P98000003830

STEEL HECTOR & DAVIS LLP	
Requestor's Name	
215 S. MONROE/SUITE 601	
Address	
TALLAHASSEE, 32301	222-2300
City/State/Zip	Phone #

9/30

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FPL ENERGY, INC. P98000003830
(Corporation Name) (Document #)
2. FPL ENERGY, LLC
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 30 AM 11:20

W99-28476

- ☒ Walk in
 ☒ Pick up time 2:00
 ☒ Certified Copy
☐ Mail out
 ☐ Will wait
 ☐ Photocopy
 ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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-09/30/99--01024--014
*****78.75 *****78.75

000003001240--5
-10/04/99--01008--022
****122.50 *****61.25

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PLEASE CONTACT ELIZABETH AT
222-2300 REGARDING ANY QUESTIONS.
THANK YOU.

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 1, 1999

STEEL HECTOR & DAVIS, LLP

SUBJECT: FPL ENERGY, LLC
Ref. Number: W99000022670

We have received your document for FPL ENERGY, LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

The filing fees for this merger are \$35 for the corporation, \$52.50 for the limited company, \$52.50 for the certified copy.,

There is a balance due of \$61.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 099A00047806

RECEIVED
99 OCT -1 PM 3:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FPL ENERGY, INC., A Florida Corporation, P98000003830
,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 30 AM 11:20

INTO

FPL ENERGY, LLC. entity not qualified in Florida

File date: September 30, 1999

Corporate Specialist: Michelle Hodges

ARTICLES OF MERGER

of

**FPL ENERGY, INC.,
a Florida corporation,**

with and into

**FPL ENERGY, LLC,
a Delaware limited liability company**

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

1. ^{P98000003830} FPL Energy, Inc., a Florida corporation ("FPL"), shall be merged with and into FPL Energy, LLC, a Delaware limited liability company ("FPL LLC"), which shall be the surviving limited liability company in the merger.

2. The Plan of Merger dated as of September 27, 1999 (the "Plan of Merger") was approved (i) by FPL in accordance with the applicable provisions of the Florida Business Corporation Act and (ii) by FPL 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 the date and time of the filing of the Certificate of Merger of FPL Energy, Inc. with and into FPL Energy, LLC with the Delaware Secretary of State.

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

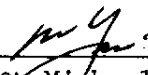
5. FPL LLC is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of FPL.

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

[SIGNATURES ON NEXT PAGE.]

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

FPL ENERGY, INC.

By: 
Name: Michael W. Yackira
Title: President

FPL ENERGY, LLC

By: FPL GROUP CAPITAL INC, its Sole
Member

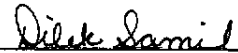
By: 
Name: Dilek Samil
Title: Vice President

EXHIBIT A

PLAN OF MERGER of FPL ENERGY, INC., a Florida corporation, with and into FPL ENERGY, LLC, a Delaware limited liability company

This Plan of Merger (the "Plan") is dated as of September 29, 1999 between FPL Energy, Inc., a corporation organized and existing under the laws of the State of Florida ("FPL"), and FPL Energy, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("FPL 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 FPL and the Certificate of Formation and Limited Liability Company Agreement of FPL LLC permit the merger of FPL with and into FPL LLC (the "Merger"), which shall be the surviving entity in the Merger.

B. The Board of Directors of FPL has determined that it is advisable and to the advantage and welfare of FPL 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 FPL on September 29, 1999 and (ii) the sole member of FPL LLC on September 29, 1999.

D. FPL and FPL 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 FPL pursuant to Section 332 of the Code.

Plan

1. Management after the Merger. At the Effective Time (as defined below), FPL LLC, as the surviving entity, shall be managed by the members of FPL LLC whose address is 700 Universe Boulevard, Juno Beach, Florida 33408.

1A. Existence of the Surviving Company. Upon the filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Time"), FPL shall be merged with and into FPL LLC, and FPL LLC shall be the surviving entity. The identity, existence, purposes, powers, franchises, rights and immunities of FPL LLC shall continue unaffected and unimpaired by the Merger. The identity, existence, purposes, powers, franchises, rights and immunities of FPL

shall be merged with and into FPL LLC, and the separate existence of FPL, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger.

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

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

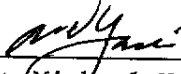
(b) the holders of the FPL Interests shall cease to have any rights with respect to the FPL Interests; and

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

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

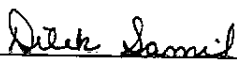
IN WITNESS WHEREOF, the parties have caused this Plan to be executed as of the day and year first written above.

FPL ENERGY, INC.

By: 
Name: Michael W. Yackira
Title: President

FPL ENERGY, LLC

By: FPL GROUP CAPITAL INC, its Sole Member

By: 
Name: Dilek Samil
Title: Vice President