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P980000006118

January 13, 1999

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation for:

U.S. POWER & LIGHT CORPORATION

600002405126--4
-01/20/98--01104--003
***122.50 ***122.50

Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for U.S. POWER & LIGHT CORPORATION, together with a check in the amount of \$122.50 (\$35 for filing, \$52.50 for Certified copy returned, \$35 Registered Agent fee).

Please file the original with State and return the certified copy to this office.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

Howard L. Visnick
Howard L. Visnick, Esquire

HLV/db
enclosures

FILED
98 JAN 20 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature/initials
1/21/99

ARTICLES OF INCORPORATION
OF
U.S. POWER & LIGHT CORPORATION

98 JAN 20 AM 10:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

U.S. POWER & LIGHT CORPORATION

The address of the principal office of this corporation shall be:

647 Sanctuary Drive
Boca Raton, FL 33431

And the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida, Chapter 607, as now exists or may after be amended, and any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 647 Sanctuary Drive, Boca Raton, Florida 33431. And the name of the initial registered agent of the corporation shall be Robert S. Abrams, at the same address.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. OFFICERS AND DIRECTORS


This corporation shall have one (1) office and one (1) director initially. The name and street address of the initial officer and directors who shall hold office for the first year of this corporation, or until his successors are elected or appointed is:

Robert S. Abrams
647 Sanctuary Drive
Boca Raton, Florida 33431

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is, Robert S. Abrams, 647 Sanctuary Drive, Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of January, 1998.


Robert S. Abrams, Incorporator

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Florida Statute 607.034, the following is submitted in compliance with said act:

FIRST: That U.S. POWER & LIGHT CORPORATION desiring to organize under the Laws of the State of Florida with its principal office in the City of Boca Raton, County of palm Beach, State of Florida, has named Robert S. Abrams, located at 647 Sanctuary Drive, Boca Raton, Florida 33431 as its agent to accept process within that State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____

Robert S. Abrams



FILED
98 JAN 20 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert S. Abrams, personally known to me, to be the person who executed the foregoing Articles of Incorporation, and acceptance to be registered agent, and acknowledged before me that Robert S. Abrams executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set me hand and affixed my official seal in the State and County aforesaid, this 13th day of January, 1998.



Notary Public

My commission expires:

