

P98000009 206



ACCOUNT NO. : 072100000032

REFERENCE : 691798 135565A

AUTHORIZATION :

Patricia Kizut

COST LIMIT : \$ ~~78.75~~

\$43.75

ORDER DATE : February 3, 1998

ORDER TIME : 10:41 AM

ORDER NO. : 691798-005

CUSTOMER NO: 135565A

000002419800--4

CUSTOMER: Ms. Fran M. Carpenter
Esi Energy, Inc.
11760 U.S. Highway 1
Suite 600
North Palm Beac, FL 33408

DOMESTIC AMENDMENT FILING

NAME: FPL WEST TEXAS ENERGY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

FILED
98 FEB -3 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 FEB -3 AM 11:37
DIVISION OF CORPORATION

Jon
Name
Change

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FPL WEST TEXAS ENERGY, INC.**

FILED
98 FEB -3 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **FPL West Texas Energy, Inc.**

ARTICLE II

The Articles of Incorporation of the Corporation are being amended to change the name of the Corporation. To accomplish such amendment, Article I of the Corporation's Articles of Incorporation is hereby amended to read as follows:

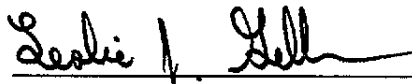
"The name of the Corporation is **ESI West Texas Energy, Inc.**

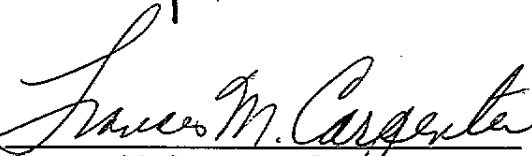
ARTICLE III

The amendment was adopted on January 30, 1998, by written consent of ESI Energy, Inc. as the holder of all of the shares of the Corporation entitled to vote thereon and shall become effective on January 30, 1998.

IN WITNESS WHEREOF, FPL West Texas Energy, Inc. has caused these Articles of Amendment to be executed by its President and its Secretary on January 30, 1998.

FPL WEST TEXAS ENERGY, INC.

By: 
Leslie J. Gelper, President

By: 
Frances M. Carpenter, Secretary

FPL WEST TEXAS ENERGY, INC.

**CONSENT OF SHAREHOLDER
IN LIEU OF MEETING**

The undersigned, the holder of record of all of the outstanding shares of capital stock of FPL West Texas Energy, Inc., a Florida corporation (the "Corporation"), hereby consents to and adopts the following resolutions effective on and as of the date set forth below:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"The name of the Corporation is ESI West Texas Energy, Inc."

Dated: January 30, 1998

ESI ENERGY, INC.

By: Leslie J. Gelber
Leslie J. Gelber, President