

P98000018517



ACCOUNT NO. : 072100000032

REFERENCE : 719459 81965A

AUTHORIZATION

Patricia Pijet

COST LIMIT : \$ 78.75

ORDER DATE : February 25, 1998

ORDER TIME : 1:42 PM

ORDER NO. : 719459-045

CUSTOMER NO: 81965A

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

700 Universe Boulevard
Juno Beach, FL 33408

DIVISION OF CORPORATION

98 FEB 25 PM 3:30

RECEIVED

DOMESTIC FILING

NAME: MFG HOLDINGS, INC.

300002440962--0

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

g 2/26/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 AM 8:15

EFFECTIVE DATE

2/24/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 AM 8:15

**ARTICLES OF INCORPORATION
OF
MFG HOLDINGS, INC.**

ARTICLE I

The name of the corporation is **MFG Holdings, Inc.**

ARTICLE II

This corporation's existence shall become effective as of February 24, 1998.

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 700 Universe Boulevard, Juno Beach, Florida 33408.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, voting common stock, par value \$.01 per share, and 250 shares, non-voting preferred stock, par value \$10.00 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 Alexander Schultz, whose address is 700 Universe Boulevard, Juno 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 Alexander Schultz, 700 Universe Boulevard, Juno Beach, Florida 33408.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on February 24, 1998.



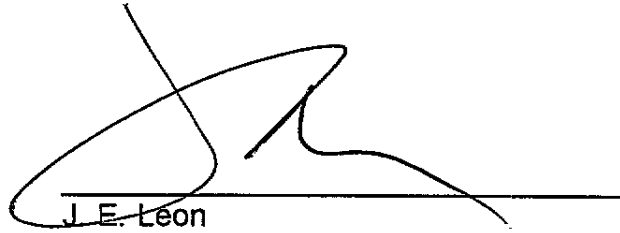
Alexander Schultz, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 AM 8:15

**CONSENT OF REGISTERED AGENT
OF
MFG HOLDINGS, INC.**

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

Dated: February 24, 1998



J. E. Leon
Registered Agent