



THE UNITED STATES
CORPORATION
COMPANY

98000057365

ACCOUNT NO. : 072100000032

REFERENCE : 871754 81965A

AUTHORIZATION : *Patricia P. Pitts*

COST LIMIT : \$ 78.75

ORDER DATE : June 26, 1998

ORDER TIME : 11:16 AM

ORDER NO. : 871754-020

CUSTOMER NO: 81965A

100002573461--6

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

700 Universe Boulevard
Juno Beach, FL 33408

DOMESTIC FILING

NAME: GROUP CAPITAL SERVICES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: *JF*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 PM 1:03

RECEIVED
98 JUN 26 PM 1:03
DIVISION OF CORPORATION
Robert Maxwell

EFFECTIVE DATE

6/25/98

FILED
DIVISION OF CORPORATIONS

98 JUN 26 PM 1:03

**ARTICLES OF INCORPORATION
OF
GROUP CAPITAL SERVICES, INC.**

ARTICLE I

The name of the corporation is **Group Capital Services, Inc.**

ARTICLE II

This corporation's existence shall become effective as of June 25, 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 11760 U.S. Highway One, Suite 600, North Palm Beach, Florida 33408.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, par value \$.01 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 Edward F. Tancer, whose address is 11760 U.S. Highway One, Suite 600, North Palm 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 Edward F. Tancer, 11760 U.S. Highway One, Suite 600, North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on June 25, 1998.



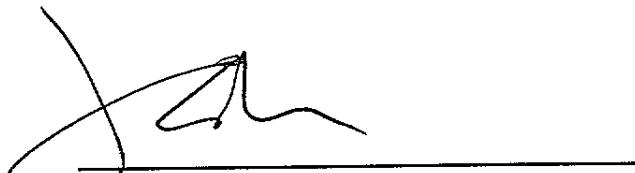
Edward F. Tancer, Incorporator

**CONSENT OF REGISTERED AGENT
OF
GROUP CAPITAL SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 PM 1:03

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 Group Capital Services, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: June 25, 1998



J. E. Leon
Registered Agent