

P98000057368



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 871754 81965A

AUTHORIZATION : Patucia P.

COST LIMIT : \$ 78.75

ORDER DATE : June 26, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 871754-005

CUSTOMER NO: 81965A

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

200002573462--3

700 Universe Boulevard
Juno Beach, FL 33408

DOMESTIC FILING

NAME: FPL POWER MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 PM 1:06

RECEIVED
98 JUN 29 PM 12:08
DIVISION OF CORPORATIONS

EFFECTIVE DATE

10/25/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 PM 1:06

**ARTICLES OF INCORPORATION
OF
FPL POWER MARKETING, INC.**

ARTICLE I

The name of the corporation is **FPL Power Marketing, 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.

A handwritten signature in black ink, appearing to read 'Edward F. Tancer', is written over a horizontal line.

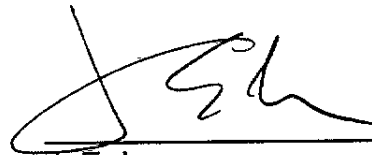
Edward F. Tancer, Incorporator

**CONSENT OF REGISTERED AGENT
OF
FPL POWER MARKETING, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 PM 1:06

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 FPL Power Marketing, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: June 25, 1998

A handwritten signature in black ink, appearing to be 'JEL', is written over a horizontal line.

J. E. Leon
Registered Agent