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To: Division of Corporations
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From: Account Name : TECO ENERGY, INC.
Account Number : 076424001012
Phone : (813)228-1431
Fax Number : (813)228-1328

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BASIC AMENDMENT

FPL THERMAL SYSTEMS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$43.75

Amended & Restated
11/19/01 Art. w/NAME CHANGE
DC

NOV. 19. 2001 1:28PM

NO. 7084 P. 1



Denise A. Millovitch
Assistant to the
Corporate Secretary
702 North Franklin Street
Tampa, Florida 33602
Direct: (813) 228-1431
Fax: (813) 228-1328

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FACSIMILE TRANSMITTAL

FAX NUMBER:

PHONE NUMBER:

Darlene Connell

850 205-0380

850 245-6906

DATE: November 19, 2001

FILE #:

MESSAGE:

Darlene,

Per our telephone conversation, I have made the changes requested to Article VI regarding the name of the registered agent.

Please date the filing of this document as of the date of the original filing, November 16, 2001.

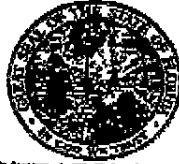
Please call me at 813 228-1431 if you have comments or questions regarding the above. Thank you!

CONFIDENTIALITY NOTE:

This message is intended only for the use of the individual or entity to which it is addressed, and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this message is not the intended recipient, or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, and return the original message to us at the above address via the U.S. Postal Service.

PAGE ONE OF ____

HARD COPY TO FOLLOW: ____ YES ____ NO



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 19, 2001

FPL THERMAL SYSTEMS, INC.
700 UNIVERSE BOULEVARD
ATTN: DENNIS P. COYLE
JUNO BEACH, FL 33408US

SUBJECT: FPL THERMAL SYSTEMS, INC.
REF: P98000067186

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE NAME OF THE REGISTERED AGENT LISTED IN ARTICLE VI AND THE PERSON SIGNING AS REGISTERED AGENT DIFFERS. THE NAME OF THE REGISTERED AGENT MUST BE EXACTLY THE SAME IN BOTH PLACES.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000115236
Letter Number: 101A00061999

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NO. 7084 P. 5

((H01000115236 1))

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF RESTATEMENT
OF
FPL THERMAL SYSTEMS, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation, hereinafter named (the "corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is FPL Thermal Systems, Inc.
2. The text of the Restated Articles of Incorporation of the corporation, as amended hereby, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

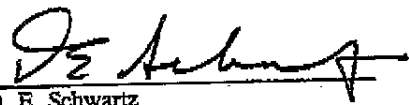
It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the corporation requiring shareholder approval.
2. Articles I through VIII of the Articles of Incorporation of the corporation are hereby amended in their entirety so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendments was November 14, 2001.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

* * * * *

Executed on November 14, 2001.

FPL THERMAL SYSTEMS, INC.

By: 
D. E. Schwartz
Secretary

F:\THERMAL SYSTEMS\AMENDED AND RESTATED ARTICLES2

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FPL THERMAL SYSTEMS, INC.**

ARTICLE I

Name

The name of this corporation is: TECO BGA Thermal Systems, Inc.

ARTICLE II

Principal Address

The principal address of the corporation is: 702 North Franklin Street, Tampa, FL 33602

ARTICLE III

Duration

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV

Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE V

Authorized Shares

The maximum number of shares which the corporation shall be authorized to issue is 1000 shares of common stock, \$.01 par value per share.

The consideration for the purchase of any such stock from this corporation shall be set from time to time by the Directors of the corporation at any regular meeting or any special meeting called for such purpose, always provided that such consideration shall not be less than par value, but it may be either money current of the United States of America or good and sufficient exchange of an item of value comparable or greater than the stock purchase therewith in this corporation, and said stock shall be fully paid and nonassessible when such consideration is paid.

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ARTICLE VI

Registered Office and Agent

The address of the registered office of this corporation is 702 North Franklin Street, Tampa, Florida 33602, and the name of the corporation's registered agent at that address is Sheila M. McDevitt. This corporation shall have the right to change such registered office and such registered agent from time to time as provided by law.

ARTICLE VII

Board of Directors

The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be determined as provided in the bylaws. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders.

ARTICLE VIII

Incorporator

The name and address of the Incorporator is: Edward F. Tancer, 700 Universe Boulevard, Juno Beach, Florida 33408.

ARTICLE IX

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of shareholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the United States.

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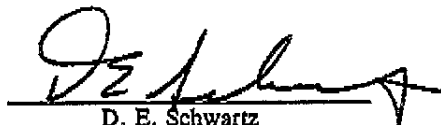
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ARTICLE X

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

The undersigned has executed, subscribed and acknowledged these Amended and Restated Articles of Incorporation on November 16, 2001.



D. E. Schwartz
Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Sheila M. McDevitt
Registered Agent