



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 911976 81965A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : July 31, 1998

ORDER TIME : 10:09 AM

ORDER NO. : 911976-005

CUSTOMER NO: 81965A

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

700 Universe Boulevard  
Juno Beach, FL 33408

3000002603999-1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 31 PM 12:06

DOMESTIC FILING

NAME: FPL ES HOLDINGS, INC.

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: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED  
98 JUL 31 AM 10:47  
DIVISION OF CORPORATIONS  
*31/98*

EFFECTIVE DATE

7/30/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 31 PM 12:06

**ARTICLES OF INCORPORATION  
OF  
FPL ES HOLDINGS, INC.**

**ARTICLE I**

The name of the corporation is **FPL ES Holdings, Inc.**

**ARTICLE II**

This corporation's existence shall become effective as of July 30, 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, 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**

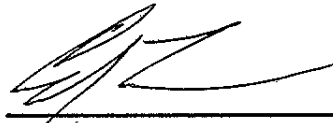
The initial Board of Directors shall consist of one member who shall be Edward F. Tancer, whose address is 700 Universe Boulevard, Juno Beach, Florida 33408. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation

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**ARTICLE VIII**

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

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on July 30, 1998.

A handwritten signature in black ink, appearing to be 'E. F. Tancer', written over a horizontal line.

Edward F. Tancer, Incorporator

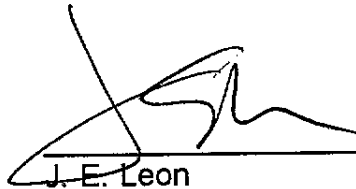
**CONSENT OF REGISTERED AGENT  
OF**

**FPL ES HOLDINGS, INC.**

FILED  
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DIVISION OF CORPORATIONS  
98 JUL 31 PM 12:06

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

Dated: July 30, 1998

  
\_\_\_\_\_  
J. E. Leon  
Registered Agent