

PA8000097722



ACCOUNT NO. : 072100000032

REFERENCE : 037985 135565A

AUTHORIZATION : Patricia Pyquit

COST LIMIT : \$ 78.75

ORDER DATE : November 19, 1998

ORDER TIME : 2:46 PM

ORDER NO. : 037985-005

CUSTOMER NO: 135565A

CUSTOMER: Ms. Fran M. Carpenter
ESI ENERGY, INC.
ESI ENERGY, INC.
11760 U.s. Highway 1
Suite 600
North Palm Beac, FL 33408

300002692213--5

RECEIVED
98 NOV 19 PM 3:24
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: FPL ENERGY CO2 OPERATIONS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

JW 11/20/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 9:05

EFFECTIVE DATE

11/18/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 9:05

**ARTICLES OF INCORPORATION
OF
FPL ENERGY CO₂ OPERATIONS, INC.**

ARTICLE I

The name of the corporation is **FPL Energy CO₂ Operations, Inc.**

ARTICLE II

This corporation's existence shall become effective as of November 18, 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 Karen Atkinson, 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 Karen Atkinson, 700 Universe Boulevard, Juno Beach, Florida 33408.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on November 18, 1998.

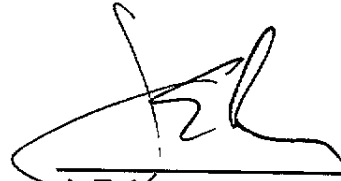

Karen Atkinson, Incorporator

**CONSENT OF REGISTERED AGENT
OF
FPL ENERGY CO₂ OPERATIONS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 9:05

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 Energy CO₂ Operations, Inc., and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated:



J. E. Leon
Registered Agent