

F02000000148⁵

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FOSTER WHEELER POWER GROUP, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

800004758358--0
-01/08/02--01023--002
*****70.00 *****70.00

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MR. DOMINICK MAY - ASSISTANT TAX DIRECTOR
(Name of Person)

FOSTER WHEELER INC.
(Firm/Company)

PERRYVILLE CORPORATE PARK
(Address)

CLINTON, NJ 08809-4000
(City/State and Zip code)

For further information concerning this matter, please call:

DOMINICK MAY at (908) 713-2834
(Name of Person) (Area Code & Daytime Telephone Number)

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02 JAN -8 PM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

mtw
1/10

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. FOSTER WHEELER POWER GROUP, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE 3. 22-3248302
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 9, 1992 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. C/O TAX DEPT. PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809-4000
(Principal office address)

SAME AS ABOVE
(Current mailing address)

CONSTRUCTION/ ENGINEERING

8.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
X Tabatha Miller, ASST VP
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Ranesh K Jindal
RJ (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Rakesh Jindal, Director of Tax
(Typed or printed name and capacity of person signing application)

FOSTER WHEELER POWER GROUP, INC.

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TALLAHASSEE, FLORIDA

DIRECTORS

HENRY E. BARTOLI	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
ANTONIO GARCIA GIL	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
TIMO M. KAURANEN	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
DAVID J. PARHAM	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
GILLES A. RENAUD	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809

OFFICERS

CHAIRMAN, PRESIDENT & CEO	HENRY E. BARTOLI	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
EXEC. VICE PRESIDENT	VENKATRAMA SESHAMANI	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
EXEC. VICE PRESIDENT	ELIAS GEDEON	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
EXEC. VICE PRESIDENT	ANTONIO GARCIA GIL	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
EXEC. VICE PRESIDENT	TIMO M. KAURANEN	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
EXEC. VICE PRESIDENT	DAVID H. PAI	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
EXEC. VICE PRESIDENT	DAVID J. PARHAM	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
EXEC. VICE PRESIDENT & CFO	ANTHONY SCERBO	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
VICE PRESIDENT	FRANCO BRAMATI	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
VICE PRESIDENT	CHARLES E. DIMARIA	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
VICE PRESIDENT	ARTHUR M. HANSEN	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
VICE PRESIDENT	AKIHIRO MORITO	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
VICE PRESIDENT - HUMAN RESOURCES	BOGUSLAW PIEKARSKI	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
TREASURER	RICHARD G. LIVELY	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
SECRETARY	ROBERT D. ISEMAN	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
ASSISTANT TREASURER	LISA FRIES GARDNER	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
ASSISTANT SECRETARY	ROBERT A. KOECKERT	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
DIRECTOR OF TAX	JOHN A. DOYLE, JR.	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809
	RAKESH JINDAL	PERRYVILLE CORPORATE PARK, CLINTON, NJ 08809

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOSTER WHEELER POWER GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
02 JAN -8 PM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2318449 8300

AUTHENTICATION: 1517793

010656556

DATE: 12-19-01