F99000005416

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : ~~319509~~ ~~7169832~~

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 21 PM 4:24

ORDER DATE : July 26, 1999

ORDER TIME : 11:11 AM

ORDER NO. : 319509-005

CUSTOMER NO: 7169832

CUSTOMER: Mr. Joe A. Diplacido
C&d Technologies, Inc.
1400 Union Meeting Road

Blue Bell, PA 19422

W99-17329

FOREIGN FILINGS

800003021498--7
-10/22/99--01002--009
***2370.00 ***2370.00

NAME: C&D TECHNOLOGIES, INC.

XXXX QUALIFICATION (TYPE: CO)

(8)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

RECEIVED
99 JUL 27 PM 12:05
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CONTACT PERSON: Tamara Odom

ADM 2,300.00
CF 70.00

10/21/99

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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July 27, 1999

CSC
ATTN: TAMARA ODOM

SUBJECT: C&D TECHNOLOGIES, INC.
Ref. Number: W99000017329

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of $1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is $2,300.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 199A00038292

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. C&D TECHNOLOGIES, 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
(State or country under the law of which it is incorporated)

3. 13-3314599
(FEI number, if applicable)

4. 11-18-95
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 06-25-97
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1400 Union Meeting Rd.
Blue Bell, PA 19422
(Current mailing address)

8. Sale of Industrial Batteries & Electronic Components
(Purpose(s) of corporation authorized in home state or country to be carried out in the 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
(Zip Code)

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
By: Vicki Schreiber, Asst. V.P.
(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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. **DIRECTORS** (Street address only- P. O . Box NOT acceptable)

Chairman: See attached Addendum

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. **OFFICERS** (Street address only- P. O. Box NOT acceptable)

President: See attached Addendum

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13. [signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Linda Hansen, Vice President, General Counsel & Corporate Secretary
(Typed or printed name and capacity of person signing application)

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Directors and Officers

Name & Business Address	Title
Wade Roberts, Jr. 1400 Union Meeting Road Blue Bell, PA 19422	Director, Chief Executive Officer, President
Kevin P. Dowd 1400 Union Meeting Road Blue Bell, PA 19422	Director
Glenn M. Feit, Esq. Proskauer Rose LLP 1585 Broadway New York, NY 10036	Director
William Harral, III 1400 Union Meeting Road Blue Bell, PA 19422	Director
Pamela S. Lewis 1400 Union Meeting Road Blue Bell, PA 19422	Director
George MacKenzie 1400 Union Meeting Road Blue Bell, PA 19422	Director
John A. H. Shober 1400 Union Meeting Road Blue Bell, PA 19422	Director

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Directors and Officers
(continued)

Name & Business Address	Title
Linda R. Hansen 1400 Union Meeting Road Blue Bell, PA 19422	Vice President, General Counsel and Corporate Secretary
Dr. Leslie S. Holden 1400 Union Meeting Road Blue Bell, PA 19422	Vice President, Battery Technology
Apostolos T. Kambouroglou 1400 Union Meeting Road Blue Bell, PA 19422	Vice President, Battery Operations
Stephen E. Markert, Jr. 1400 Union Meeting Road Blue Bell, PA 19422	Vice President, Finance and Chief Financial Officer
Robert T. Marley 1400 Union Meeting Road Blue Bell, PA 19422	Treasurer
John J. Murray, Jr. 1400 Union Meeting Road Blue Bell, PA 19422	Vice President & General Manager, Motive Power Division
Mark Sappir 1400 Union Meeting Road Blue Bell, PA 19422	Vice President, Human Resources

State of Delaware

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "C&D TECHNOLOGIES, 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 TWENTY-SIXTH DAY OF JULY, A.D. 1999.

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

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

Edward J. Freel

Edward J. Freel, Secretary of State

2075987 8300

991306599

AUTHENTICATION: 9885540

DATE: 07-26-99