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PROFIT CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P14196 (0)**
1. Corporation Name
FOSTER WHEELER POWER SYSTEM, INC.



Principal Place of Business: **PERRYVILLE CORPORATE PK CLINTON NJ 08809-1000**
Mailing Address: **PERRYVILLE CORPORATE PK CLINTON NJ 08809-1000**

2. Principal Place of Business (21-25) and 2a. Mailing Address (26-30) fields.
3. Date Incorporated or Qualified: **04/27/1987**
3a. Date of Last Report: **04/11/1995**
4. FEI Number: **22-2271893**
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent:
**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent (81-85):
81 Name: _____
82 Street Address (P.O. Box Number is Not Acceptable): _____
83 _____
84 City: _____
85 Zip Code: **FL**

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: P	KARPENSKI, MARTIN J PERRYVILLE CORP. PARK CLINTON NJ	<input type="checkbox"/> DELETE	1.1 TITLE: P/D 1.2 NAME: KARPENSKI, M. J. 1.3 STREET ADDRESS: PERRYVILLE CORPORATE PARK 1.4 CITY - ST - ZIP: CLINTON, NJ 08809-4000 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: VP	ROBERTS, DAVID J. PERRYVILLE CORPORATE PK CLINTON NJ	<input type="checkbox"/> DELETE	2.1 TITLE: V/D 2.2 NAME: ROBERTS, D. J. 2.3 STREET ADDRESS: PERRYVILLE CORPORATE PARK 2.4 CITY - ST - ZIP: CLINTON, NJ 08809-4000 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: S	DEONES, JACK E. PERRYVILLE CORPORATE PK CLINTON NJ	<input type="checkbox"/> DELETE	3.1 TITLE: S/D 3.2 NAME: DEONES, J. E. 3.3 STREET ADDRESS: PERRYVILLE CORPORATE PARK 3.4 CITY - ST - ZIP: CLINTON, NJ 08809-4000 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: T	KOECKERT, ROBERT A. PERRYVILLE CORPORATE PK CLINTON NJ	<input type="checkbox"/> DELETE	4.1 TITLE: _____ 4.2 NAME: _____ 4.3 STREET ADDRESS: _____ 4.4 CITY - ST - ZIP: _____ <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: C	MCKENNA, J.J. PERRYVILLE CORPORATE PK CLINTON NJ	<input type="checkbox"/> DELETE	5.1 TITLE: _____ 5.2 NAME: _____ 5.3 STREET ADDRESS: _____ 5.4 CITY - ST - ZIP: _____ <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: AS	DOYLE, JOHN A JR. PERRYVILLE CORPORATE PARK CLINTON NJ	<input type="checkbox"/> DELETE	6.1 TITLE: _____ 6.2 NAME: _____ 6.3 STREET ADDRESS: _____ 6.4 CITY - ST - ZIP: _____ <input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: _____
Date: **4/24/96** Phone: **(908) 236-1621**

CR2E034 (12/95)

FOSTER WHEELER POWER SYSTEMS, INC.

04/02/96

ADDRESS: PERRYVILLE CORPORATE PARK
CLINTON, NEW JERSEY 08809-4000

DIRECTORS

Michele Acerra
Henry E. Bartoli
Jack E. Deones
Martin J. Karpenski
David J. roberts
J. Thomas Schroppe
Bruce C. Studley

OFFICERS

TITLE

Chairman and CEO
President & COO
Executive Vice President
Vice President
Vice President
Vice President
Vice President & Asst. Secretary
Vice President & Controller
Secretary
Treasurer
Asst. Secretary

NAME

Henry E. Bartoli
Martin J. Karpenski
J. Thomas Schroppe
David J. Roberts
Thomas R. Pinto
Henry J. Somerville
Bruce C. Studley
Joseph J. McKenna
Jack E. Deones
Robert A. Koeckert
John A. Doyle, Jr.