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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

600002779166--8
-02/18/99--01046--024
*****70.00 *****70.00

CORPORATION(S) NAME

Alstom USA Inc.

600002779166--8
-02/18/99--01046--025
******8.75 ******8.75

(x) Profit ( ) Nonprofit	( ) Amendment	( ) Merger
(x) Foreign	( ) Dissolution/Withdrawal ( ) Reinstatement	( ) Mark
( ) Limited Partnership ( ) LLC	( ) Annual Report ( ) Name Registration ( ) Fictitious Name	( ) Other ( ) Change of RA ( ) UCC
(x) Certified Copy	( ) Photocopies	( ) CUS
( ) Call When Ready (x) Walk In ( ) Mail Out	( ) Call If Problem ( ) Will Wait	( ) After 4:30 (x) Pick Up

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2/18

Name 02/18/99
Availability_____
Document
Examiner_____
Updater_____
Verifier_____
Acknowledgement_____
W.P. Verifier_____

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. ALSTOM USA 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. 13-3201593
(FEI number, if applicable)

4. December 2, 1983
(Date of incorporation)

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

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 4 Skyline Drive, Hawthorne, New York 10532-2160
(Current mailing address)

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8. See attached purpose clause
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

_____

Vice Chairman: See attached list of directors

Address: _____

_____

Director: See attached list of directors

Address: _____

_____

Director: _____

Address: _____

_____

B. OFFICERS

President: See attached list of officers

Address: _____

_____

Vice President: _____

Address: _____

_____

Secretary: _____

Address: _____

_____

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(FLA. 2189)

Treasurer: _____

Address: _____

_____

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

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

14. Tracey J. Smith, Secretary
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Purpose Clause of ALSTOM USA Inc.

Provide systems, components and customer support in the fields of power generation, transmission and distribution and transport as well as provide industrial and marine equipment.

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Exhibit A

OFFICERS OF ALSTOM USA Inc.

Name	Address
Paul J. Jancek, President	4 Duncan Road HoHoKus, NJ 07423
Tracy J. Smith, Vice President, Secretary and Treasurer	21 Fullmar Lane Norwalk, CT 06850
John Coonan, Assistant Secretary and Assistant Treasurer	18 Old Farms Hill Road Newtown, CT 06470
Alfred R. Brady, Vice President and General Manager	840 Tally Ho Lane Chester Springs, PA 19425
Jorge A Camacho, Vice President	7055 Debrecen Square Bethlehem, PA 18017
John J. Price, Assistant Secretary and Assistant Treasurer	235 Irwin Street Phillipsburg, NJ 08865
Richard Sawyer, Vice President and General Manager	2475 Terri Drive Medford, OR 97504
Bruce DeLine, Assistant Secretary and Assistant Treasurer	1664 Thrasher Lane Medford, OR 97504
Michael D. Kangas, General Manager	Route 4, Box 274 Edgewood Drive Washington, PA 15301
Charles G. Drago, Assistant Secretary and Assistant Treasurer	6019 Cunnigham Road Gibsonia, PA 15044
Georges F. Montillet, Deputy General Manager	211 McBride Road Canonsburg, PA 15317
A. Tyler Schilling, Vice President and General Manager	22474 County Road 100A Woodland, CA 95695
Wesley D. Gerriets, Assistant Secretary	2229 Shenandoah Place Davis, CA 95616
Leonel Sarrico, Assistant Treasurer	5249 Springridge Way Suisun City, CA 94583
Joseph J. Hiteshue, Vice President and General Manager	8600 Peyton Randolph Charlotte, NC 28277
Michael F. Zimmer, Assistant Secretary and Assistant Treasurer	411 Jefferson Drive Charlotte, NC 28270
James A. McNally, Vice President Sales	3404 Mintwood Dr Charlotte, NC 28270
Jesse C. Ford, Vice President Engineering	8033 Windjammer Drive Tega Cay, SC 29715

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BOARD OF DIRECTORS OF ALSTOM USA Inc.

Name	Address
Paul J. Jancek	4 Duncan Road HoHoKus, NJ 07423
Tracey J. Smith	21 Fullmar Lane Norwalk, CT 06850
Bertrand Ver de Saint Julien	c/o 38, avenue Kléber 75795 Paris Cedex 16 FRANCE
Etienne De	c/o 38, avenue Kléber 75795 Paris Cedex 16 FRANCE
Lucien Fischer	c/o 38, avenue Kléber 75795 Paris Cedex 16 FRANCE

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALSTOM USA 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 FIRST DAY OF FEBRUARY, A.D. 1999.

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.

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SECRETARY OF STATE

Edward J. Freel, Secretary of State

AUTHENTICATION: 9550687

DATE: 02-01-99

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