

FO1000000465⁷

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Westinghouse Process Control, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

Tanya Kellerman
(Name of Person)
Westinghouse Process Control, Inc., c/o Fisher-Rosemount
(Firm/Company)
8000 Maryland Ave., 5th Floor
(Address)
St. Louis, MO 63105 800003495938--9
(City/State/Zip) -12/11/00--01148--009
*****78.75 *****78.75

W-29362

Should you need to call someone concerning this matter, please call:

800003495938--9
-01/24/01--01078--003
***2300.00 ***2300.00

Tanya Kellerman at (314) 746-9900
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 14, 2000

TANYA KELLERMAN
8000 MARYLAND AVE., 5TH FL
ST LOUIS, MO 63105

SUBJECT: WESTINGHOUSE PROCESS CONTROL, INC.
Ref. Number: W00000029362

We have received your document for WESTINGHOUSE PROCESS CONTROL, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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/uniform business 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/uniform business report and penalty fees is \$2300.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, 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, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 000A00063067

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. Westinghouse Process Control, 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. 43-1811446
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/13/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/17/98.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Fisher-Rosemount, 8000 Maryland Ave., 5th Floor
Clayton, MO 63105.
(Current mailing address)

8. Sale and manufacturing of process control equipment
(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: CT Corporation System

Office Address: 1200 S. Pine Island Rd

Plantation, Florida, 33324.
(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.

See attached

(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 listing

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: see attached listing

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. T. A. Burnett
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Teresa A. Burnett, Assistant Treasurer
(Typed or printed name and capacity of person signing application)

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned corporation authorized under the laws of the state of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: WESTINGHOUSE PROCESS CONTROL, INC.
2. The name and address of the registered agent and office is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

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



J L Miles Assistant Secretary

WESTINGHOUSE PROCESS CONTROL, INC.
F.E.I.N. # 43-1811446
OFFICERS AND DIRECTORS
(As of 1/1/99)

NAME	HOME ADDRESS	TITLE
Ann E. Pauley*	5080 Northlawn Dr. Murrysville, PA 15668	President
R. L. Yeager*	501 Sandy Lynn Dr. Gibsonia, PA 15044	Vice-President
T. G. Westman**	1828 Denton Ridge Ct. Chesterfield, MO 63017	Vice-President, Assistant Secretary
J. M. Berra****	7600 Ashleaf Cove Austin, TX 78759	Director
T. A. Burnett**	7 Tallismanway Dr. Florissant, MO 63034	Assistant Treasurer
R. J. Kordenbrock*	2117 West Grove Gibsonia, PA 15044	VP-Finance
F. J. Dellaquilla***	1841 Winter Run Ct. Chesterfield, MO 63017	Vice President, Treasurer
H. M. Smith***	7025 Washington Ave. St. Louis, MO 63130	Assistant Secretary
G. R. Willey**	14645 Britannia Dr. Chesterfield, MO 63017	Vice-President, Assistant Treasurer
M. L. Sheldon****	211 River Bow Dr. Georgetown, TX 78628	Assistant Secretary
R. D. Pietrala*	2167 Ferguson Rd. Allison Park, PA 15101	Secretary
D. N. Farr***	#1 Fair Oaks Ladue, MO 63124	Director

* = Business Address is:	200 Beta Dr. Pittsburgh, PA 15238-2986
** = Business Address is:	8000 Maryland Avenue St. Louis, MO 63105
*** = Business Address is:	8000 W. Florissant Avenue St. Louis, MO 63136
**** = Business Address is:	8301 Cameron Road Austin, TX 78754-3895

Updated:


08/30/99 3:56 PM

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTINGHOUSE PROCESS CONTROL, 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-NINTH DAY OF NOVEMBER, A.D. 2000.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0820229

DATE: 11-29-00