

F020000000148

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

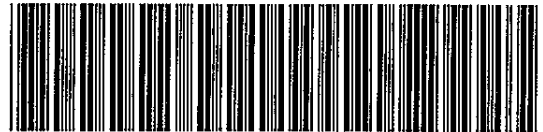
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/22/04--01005--006 **35.00

FILED
04 MAR 19 PM 1:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

Name change
@ 3/24/04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FOSTER WHEELER POWER GROUP, INC.
(Name of corporation)

DOCUMENT NUMBER: F02000000148

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MR. JOHN A. DOYLE, JR.
(Name of person)

FOSTER WHEELER INC.
(Name of firm/company)

PERRYVILLE CORPORATE PARK
(Address)

CLINTON, NJ 08809-4000
(City/state and zip code)

For further information concerning this matter, please call:

DOMINICK S. MAY at (908) 730-4000
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
04 MAR 19 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000000148

(Document number of corporation (if known))

FILED
04 MAR 19 PM 1:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. FOSTER WHEELER POWER GROUP, INC.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 01/08/2002

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 01/01/2004

5. FOSTER WHEELER NORTH AMERICA CORP.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

JAD:
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

John A. Doyle, Jr.

(Typed or printed name)

3/5/2004
(Date)

Asst. Secretary

(Title)

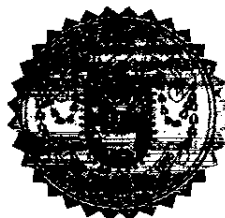
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FOSTER WHEELER POWER GROUP, INC.", CHANGING ITS NAME FROM "FOSTER WHEELER POWER GROUP, INC." TO "FOSTER WHEELER NORTH AMERICA CORP.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2003, AT 10:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2004.



2318449 8100

040133374

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2950177

DATE: 02-24-04

DEC-22-2003 16:05

212 894 8690

State of Delaware P.02
212 894 8690
Secretary of State
Division of Corporations
Delivered 10:01 PM 12/22/2003
FILED 10:01 PM 12/22/2003
SRV 030829097 - 2318449 FILE

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

FOSTER WHEELER POWER GROUP, INC.
(a Delaware corporation)

It is hereby certified that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is
FOSTER WHEELER POWER GROUP, INC.

SECOND: The Certificate of Incorporation of the Corporation is hereby amended
by striking out Article **FIRST** thereof and by substituting in lieu of said Article the following new
Article **FIRST**:

"FIRST: The name of the Corporation (hereinafter called the
"corporation") is **FOSTER WHEELER NORTH AMERICA CORP.**"

THIRD: The amendment of the Certificate of Incorporation herein certified has
been duly adopted in accordance with the provisions of Section 242 of the General Corporation
Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation
shall be effective on January 1, 2004.

Signed on December 17, 2003.


Bernard H. Cherry
President

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