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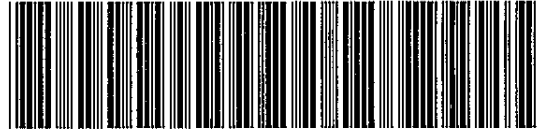
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 908738 4343871

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : January 27, 2003

ORDER TIME : 9:44 AM

ORDER NO. : 908738-005

CUSTOMER NO: 4343871

CUSTOMER: Ms. Candy Gilbert
Haynes & Boone, Llp
Suite 4300
1000 Louisiana Street
Houston, TX 77002-5012

FOREIGN FILINGS

NAME: WOOD GROUP POWER, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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**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. Wood Group Power, 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. 06-1305671
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 3, 1990 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 68 Prospect Hill Road, East Windsor, CT 06088
(Principal office address)

68 Prospect Hill Road, East Windsor, CT 06088
(Current mailing address)

8. industrial turbine and component repair
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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

(Registered agent's signature)

Ann L. Binning

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. By: Arthur M. Nathan

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

14. Arthur M. Nathan, Assistant Secretary

(Typed or printed name and capacity of person signing application)

WOOD GROUP POWER, INC.

OFFICERS:

President: George Gaudette
68 Prospect Hill Road
East Windsor, CT 06088

Chairman: Allister Langlands
John Wood House
Greenwell Road
Aberdeen AB12 3AX
Scotland

Vice President: Jon Angus
John Wood House
Greenwell Road
Aberdeen AB12 3AX
Scotland

Vice President: Robert Hanrahan
68 Prospect Hill Road
East Windsor, CT 06088

Vice President, Secretary &
Treasurer: David Hirst
68 Prospect Hill Road
East Windsor, CT 06088

Assistant Secretaries: Arthur M. Nathan
1000 Louisiana, Suite 4300
Houston, TX 77002

Martin McIntyre
17420 Katy Fwy., Ste. 300
Houston, TX 77094

Randy Miller
68 Prospect Hill Road
East Windsor, CT 06088

Barry McDaniel
17420 Katy Fwy., Ste. 300
Houston, TX 77094

Dorothy Hasler
17420 Katy Fwy., Ste. 300
Houston, TX 77094

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Jeanette Hrin
17420 Katy Fwy., Ste. 300
Houston, TX 77094

DIRECTORS:

Allister Langlands
John Wood House
Greenwell Road
Aberdeen AB12 3AX
Scotland

George Gaudette
68 Prospect Hill Road
East Windsor, CT 06088

David Hirst
68 Prospect Hill Road
East Windsor, CT 06088

Robert Hanrahan
68 Prospect Hill Road
East Windsor, CT 06088

Jon Angus
John Wood House
Greenwell Road
Aberdeen AB12 3AX
Scotland

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Delaware

PAGE 1

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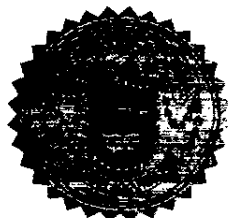
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WOOD GROUP POWER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WOOD GROUP POWER, INC." WAS INCORPORATED ON THE THIRD DAY OF OCTOBER, A.D. 1990.

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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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2242982 8300

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AUTHENTICATION: 2226436

DATE: 01-27-03