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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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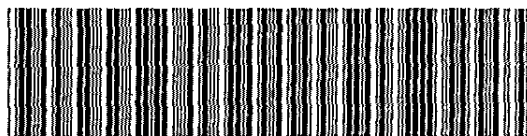
(Business Entity Name)

(Document Number)

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04 AUG 30 AM 10:02

Sp



Bart C. Dingfelder
Paralegal
Direct Dial 412 394 2413
Email: bdingfelder@thorpreed.com

ATTORNEYS AT LAW SINCE 1893

**VIA FEDERAL EXPRESS
PRIORITY OVERNIGHT**

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

August 4, 2004

Re: FL Qualification of ALSTOM Power Conversion Inc.

W04-30244

Dear Sir or Madam:

Enclosed for filing is the Transmittal Letter, the Application by Foreign Corporation for Authorization to Transact Business in Florida, and the Delaware Certificate of Good Standing along with a check in the amount of \$87.50. Kindly return the filing in the addressed envelope.

Thank you for your time and attention to this matter.

Very truly yours,

BCD
Bart C. Dingfelder

BCD/

Enclosures

cc: Mark F. Nowak, Esquire (w/out enclosures)

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DIVISION OF CORPORATIONS
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Pittsburgh

Philadelphia

Princeton

Wheeling

Thorp Reed & Armstrong, LLP
One Oxford Centre
301 Grant Street, 14th Floor
Pittsburgh, PA 15219-1425
412 394 7711
412 394 2555 Fax

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ALSTOM Power Conversion 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:

Bart C. Dingfelder, Paralegal
(Name of Person)

Thorp Reed & Armstrong, LLP
(Firm/Company)

301 Grant Street, 14th Floor
(Address)

Pittsburgh, PA 15219-1425
(City/State and Zip code)

For further information concerning this matter, please call:

Bart C. Dingfelder at (412) 394-2413
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|--|

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 9, 2004

BART C. DINGFELDER, PARALEGAL
THORP REED & ARMSTRONG, LLP
301 GRANT STREET, 14TH FLOOR
PITTSBURGH, PA 15219-1425

SUBJECT: ALSTOM POWER CONVERSION INC.
Ref. Number: W04000030244

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DIVISION OF CORPORATIONS
04 AUG 30 AM 10:03

We have received your document for ALSTOM POWER CONVERSION INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 804A00049291



Bart C. Dingfelder
Paralegal
Direct Dial 412 394 2413
Email: bdingfelder@thorpreed.com

ATTORNEYS AT LAW SINCE 1895

**VIA FEDERAL EXPRESS
PRIORITY OVERNIGHT**

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

August 27, 2004

Re: FL Qualification of ALSTOM Power Conversion Inc.

Dear Sir or Madam:

Enclosed for filing is the Transmittal Letter, the revised Application by Foreign Corporation for Authorization to Transact Business in Florida including the registered agent's signature, and a copy of your letter dated August 9, 2004. The original Delaware Certificate of Good Standing and a check in the amount of \$87.50 were previously forwarded to you by letter dated August 4, 2004. Kindly return the filing, as accepted, in the addressed envelope.

Thank you for your time and attention to this matter.

Very truly yours,

Bart C. Dingfelder

BCD/
Enclosures

cc: Mark F. Nowak, Esquire (w/out enclosures)

Pittsburgh

Philadelphia

Princeton

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301 Grant Street, 14th Floor
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412 394 2555 Fax

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DIVISION OF CORPORATIONS
04 AUG 30 AM 10:03

**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 Power Conversion Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 23-2470186
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/1/87 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2004
(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. 155 South Miami Avenue, 2nd Floor, Miami, FL 33130
(Principal office address)

610 Epsilon Drive, R.I.D.C. Park, Pittsburgh, PA 15238
(Current mailing address)

8. To market power and electronic-based equip. and to provide related tech. services
(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

Rayleigh Asst Sec
(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 business addresses of officers and/or directors:

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STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
04 AUG 30 AM 10:03

A. DIRECTORS

Chairman: Thierry Perennec

Address: 9, Rue Ampere, 91345 Massy, France

Vice Chairman: Shoun T. Kerbaugh

Address: 610 Epsilon Drive, Pittsburgh, PA 15238

Director: Timothy Curran

Address: 200 Day Hill Road, Windsor, CT 06096

Director: _____

Address: _____

B. OFFICERS

President: Shoun T. Kerbaugh

Address: 610 Epsilon Drive, Pittsburgh, PA 15238

Vice President: _____

Address: _____

Secretary: Joseph McGrath

Address: 610 Epsilon Drive, Pittsburgh, PA 15238

Treasurer: Donald Grau

Address: 610 Epsilon Drive, Pittsburgh, PA 15238

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

13. Donald W. Grau
(Signature of Director or Officer listed in number 12 of the application)

14. DONALD W. GRAU TREASURER
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

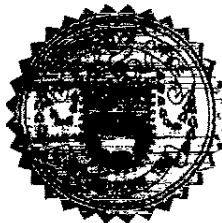
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALSTOM POWER CONVERSION 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-EIGHTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALSTOM POWER CONVERSION INC." WAS INCORPORATED ON THE FIRST DAY OF JULY, A.D. 1987.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 AUG 30 AM 10:03



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2131005 8300

AUTHENTICATION: 3259991

040551839

DATE: 07-28-04