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Corporation Guarantee and Trust Company

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FAX (215) 633-8160
E-MAIL: info@cgtco.com

February 7, 2007

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: POWELL ELECTRONICS, INC. (a Pennsylvania Corporation)
POWELL ELECTRONICS, INC. (a New Jersey Corporation)

Dear Sir or Madam:

Enclosed are forms for simultaneous filings:

Duplicate Application for Withdrawal of the above Pennsylvania company for filing with your office, together with our \$35.00 check to cover fee.

Duplicate Application for Authority of the above New Jersey company for filing with your office, together with Good Standing and our \$78.75 check to cover filing fees.

Please send your usual acknowledgments and receipts to this office when the filings have been completed. Thank you.

Cordially yours,


Joseph J. Collopy
Vice-President

JJC/mag

Enclosures

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TALLAHASSEE, FLORIDA

**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. POWELL ELECTRONICS, 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. NEW JERSEY

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. AUGUST 22, 2006

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 200 COMMODORE DRIVE, SWEDESBORO, NJ 08085

(Principal office address)

200 COMMODORE DRIVE, SWEDESBORO, NJ 08085

(Current mailing address)

8. DISTRIBUTION AND ASSEMBLY OF ELECTRONIC PARTS

(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 NOT acceptable)

Name: EDWIN F. BLANTON

Office Address: 810 THOMASVILLE ROAD

TALLAHASSEE

(City)

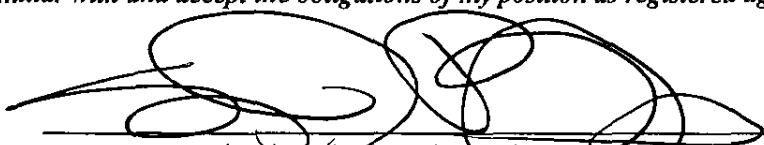
, Florida 32303

(Zip code)

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TALLAHASSEE, FLORIDA

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.


(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:

A. DIRECTORS

Chairman: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LIST

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. Ernest A. Schilling Sr. 1/27/2007
(Signature of Director or Officer listed in number 12 of the application)

14. Ernest A. Schilling, Sr., President
(Typed or printed name and capacity of person signing application)

POWELL ELECTRONICS, INC.
LIST OF OFFICERS AND/OR DIRECTORS

A. DIRECTORS

Chairman: Ernest A. Schilling, SR.
Address: 200 Commodore Drive, Swedesboro, NJ 08085

Director: Charles P. Connolly, Jr.
Address: 200 Commodore Drive, Swedesboro, NJ 08085

Director: Edward Kicak
Address: 200 Commodore Drive, Swedesboro, NJ 08085

Director: Stuart T. Newman
Address: 200 Commodore Drive, Swedesboro, NJ 08085

Director: Merle A. Wolfson, Esq.
Address: 200 Commodore Drive, Swedesboro, NJ 08085

B. OFFICERS

Ernest A. Schilling, Sr., President, CEO
200 Commodore Drive, Swedesboro, NJ 08085

Robert A. Carroll, Senior Vice President, CFO, Treasurer
200 Commodore Drive, Swedesboro, NJ 08085

Barbara Martin, Vice President of Operations, Secretary
200 Commodore Drive, Swedesboro, NJ 08085

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

POWELL ELECTRONICS, INC.
0100967281

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on August 22, 2006.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Corporation Trust Company
820 Bear Tavern Road
West Trenton, NJ 08628 0000

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

POWELL ELECTRONICS, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
3rd day of February, 2007

Bradley Abelow

Bradley Abelow
State Treasurer