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SECRETARY OF STATE
FALL AHASSEE, FLORIDA

D. WHITE FEB 21 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Technip USA, 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:

Malachy Finnen
(Name of Person)

Technip USA, Inc.
(Firm/Company)

11700 Old Katy Road, Suite 150
(Address)

Houston, Texas 77079
(City/State and Zip code)

For further information concerning this matter, please call:

Malachy Finnen at (281) 870-1111
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing 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

**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. Technip USA, 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

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

3. 51-0334655

(FEI number, if applicable)

4. May 8, 1991

(Date of incorporation)

5. "perpetual"

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11700 Old Katy Road, Suite 150, Houston, Texas 77079

(Principal office address)

11700 Old Katy Road, Suite 150, Houston, Texas 77079

(Current mailing address)

8. Engineering & Construction

(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: CT Corporation

Office Address: 1200 South Pine Island Road

Plantation

(City)

, 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.



(Registered agent's signature)

Denise Bell
Assistant Secretary

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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DEPARTMENT OF STATE

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

A. DIRECTORS

Chairman: _____
Address: _____

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TALLAHASSEE, FLORIDA

Vice Chairman: _____
Address: _____

Director: John Wishart
Address: 11700 Old Katy Road, Suite 150
Houston, Texas 77079

Director: Alain Cedelle
Address: La Defense 12, 92973 Paris La Defense Cedex
France

B. OFFICERS

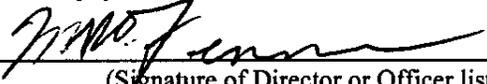
President: John Wishart
Address: 11700 Old Katy Road, Suite 150
Houston, Texas 77079

Vice President: Dave Roquemore
Address: 11700 Old Katy Road, Suite 150
Houston, Texas 77079

Secretary: Malachy Finnen
Address: 11700 Old Katy Road, Suite 150-Houston, Texas 77079

Treasurer: Stuart Bannerman
Address: 11700 Old Katy Road, Suite 150-Houston, Texas 77079

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

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

14. MALACHY FINNEN - SECRETARY
(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 "TECHNIP USA, 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 SIXTH DAY OF FEBRUARY, A.D. 2007.

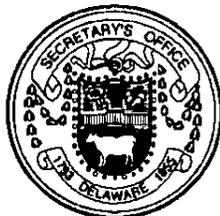
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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07 FEB 20 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2262429 8300

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5411222

DATE: 02-06-07