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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

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-04/03/05--01032--013
***131.25 ***131.25

SUBJECT: EXIDE ELECTRONICS INTERNATIONAL CORP.
(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:

Katrina D. Smith, Legal Assistant
(Name of Person)
SMITH HELMS MULLISS & MOORE, L.L.P.
(Firm/Company)
316 West Edenton Street
(Address)
Raleigh, North Carolina 27603
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

Katrina D. Smith at (919) 755 - 8700
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

35.00 Filing fee
35.00 RA Designation fee
8.75 Certificate of Status
52.50 Certified copy

\$131.25
enclosed

Please forward Certified Copy + Certificate of Status
in the enclosed Federal Express envelope!

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. EXIDE ELECTRONICS INTERNATIONAL CORP.

(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

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

3. 23-2119206

(FEI number, if applicable)

4. 10-22-79

(Date of incorporation)

5. Perpetual

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

6. April 15, 1995 - Day Lease Begins

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 8521 Six Forks Road

Raleigh, North Carolina 27615

(Current mailing address)

8. See attached rider.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

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.

CT Corporation System

By: AD Hamilton

(Registered agent's signature)

AD Hamilton, Asst. Secy.

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 addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHED EXHIBIT A

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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.

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

14.

MARTY R. KITTRELL, VICE PRESIDENT, TREASURER AND ASSISTANT SECRETARY

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

**PURPOSE CLAUSE
FOR
Certificate
of
Authority**

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-
1. **TRANSACTION BUSINESS FOR RETAIL & WHOLESALE SALE OF UNINTERRUPTIBLE POWER SUPPLY EQUIPMENT**
 2. **ESTABLISHING SERVICE CONTRACTS/WARRANTY MAINTENANCE AGREEMENTS OUT OF THIS OFFICE FOR THE ABOVE EQUIPMENT**
 3. **LASTLY, APPROVAL OF THE EACH INDIVIDUAL ORDER WILL TAKE PLACE IN THIS OFFICE.**

EXHIBIT A

DIRECTORS:

Mr. Lance L. Knox
Lethbridge Group
200 North LaSalle Street
Chicago, IL 60601

Mr. Conrad A. Plimpton
Plimpton & Co.
34 Chambers Street
Princeton, NJ 08542

Mr. James A. Risher
Exide Electronics
8521 Six Forks Road
Raleigh, NC 27615

OFFICERS:

Mr. James A. Risher
Exide Electronics
8521 Six Forks Road
Raleigh, NC 27615
Chief Executive Officer and President

Mr. Nicholas J. Costanza
Exide Electronics
8521 Six Forks Road
Raleigh, NC 27615
Vice President, Chief Legal Counsel and Secretary

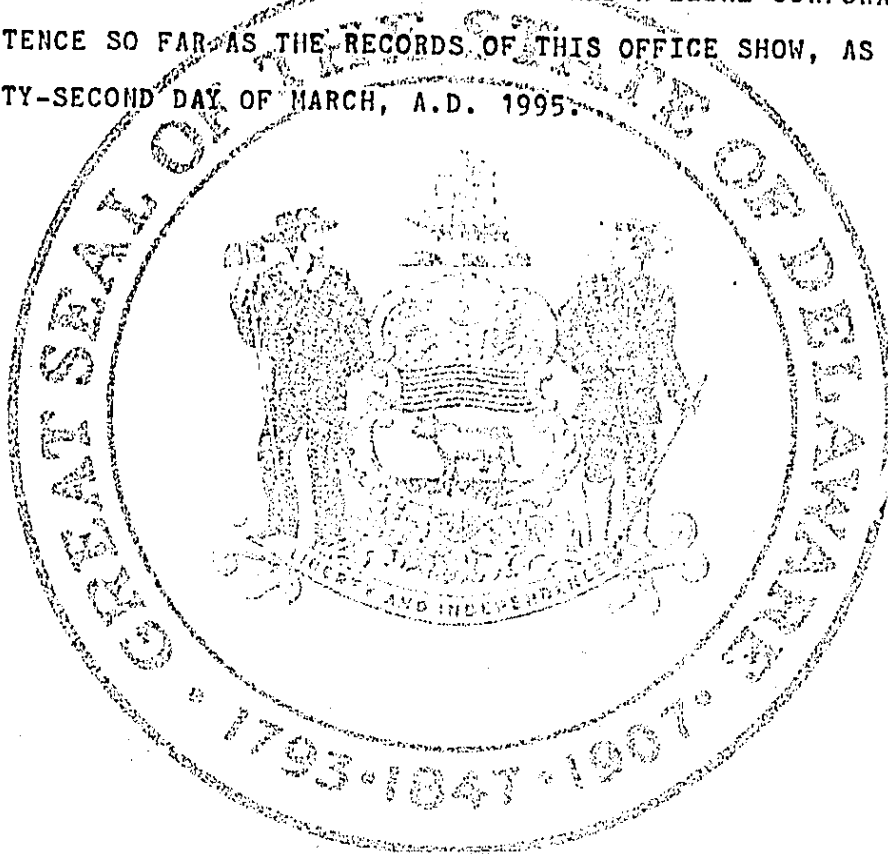
Mr. Marty R. Kittrell
Exide Electronics
8521 Six Forks Road
Raleigh, NC 27615
Vice President, Treasurer and Assistant Secretary

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXIDE ELECTRONICS INTERNATIONAL CORP." 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-SECOND DAY OF MARCH, A.D. 1995.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7446479

DATE:

03-22-95