

Document Number Only
F960000025/4

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

800001830808
-05/20/95--01086--011
*****70.00 *****70.00

LFC Power Systems Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Mark |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Name
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5-20

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. LFC Power Systems Corporation
(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. 51-0331356
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 2, 1990 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 204D Weldin Building, 3411 Silverside Road, Wilmington, DE 19810

(Current mailing address)

8. ~~To engage in any lawful act or activity for which a corporation may be organized~~
(Purpose(s) of corporation authorized in home state or country to be carried out in the State of Florida) under the General Corporation Law of Delaware.

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM



(Registered agent's signature) (Officer)

Domenic A. Borriello - Assistant Secretary

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Andrew M. Howley
c/o LFC Financial Corp.
Address: 3 Radnor Corporate Center, Suite 400
100 Matsonford Road
Radnor, PA 19087-8760

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President:	<u>Joseph B. Fahrendorf</u>	Chief Executive Officer: <u>Andrew M. Howley</u>
	<u>c/o LFC Power Systems Corpora-</u>	<u>c/o LFC Financial Corp.</u>
Address:	<u>tion</u>	<u>3 Radnor Corporate Center, Suite 400</u>
	<u>Blgd. One, Suite 255</u>	<u>100 Matsonford Road</u>
	<u>4000 Kruse Way Place</u>	<u>Radnor, PA 19087-8760</u>
	<u>Lake Oswego, OR 97035</u>	

Vice President:	<u>David Brown</u>	Vice President: <u>Herbert H. Brown</u>
	<u>c/o LFC Power Systems</u>	<u>c/o LFC Financial Corp.</u>
Address:	<u>(see above)</u>	<u>(see above)</u>

Secretary:	<u>Herbert H. Brown</u>	Asst. Secretary: <u>Nancy L. Jillson</u>
Address:	<u>(see above)</u>	<u>(see above)</u>

Chief Financial

Officer: Charles D. Leo

Treasurer: c/o LFC Financial Corp.

Address: 3 Radnor Corporate Center, Suite 400

100 Matsonford Road
Radnor, PA 19087-8760

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

13. 

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

14. Herbert H. Brown, Vice President & Secretary

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

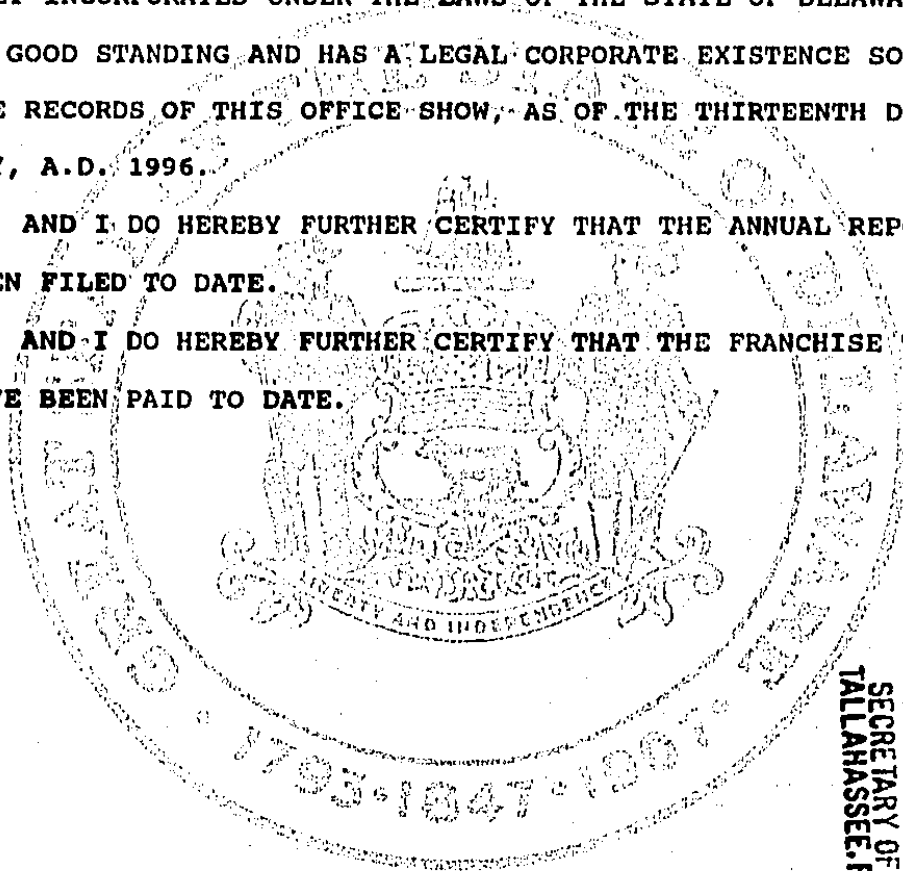
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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LFC POWER SYSTEMS CORPORATION" 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 THIRTEENTH DAY OF MAY, A.D. 1996.

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

2245645 8300

DATE:

7943910

960138355

05-13-96

CONSENT TO USE OF NAME

Stockmar Energy, Inc., d/b/a/
LFC Power Systems Corporation, a corporation
organized under the laws of the State of California, hereby
consents to the organization-qualification of LFC Power Systems Corporation
in the State of Florida.

IN WITNESS WHEREOF, the said Stockmar Energy, Inc., d/b/a/
LFC Power Systems Corporation
_____ has caused this consent to be executed by its _____ Vice
and attested under its corporate seal by its Asst. secretary, this 9th day of
May 1996.

Stockmar Energy, Inc., d/b/a/
LFC Power Systems Corporation
By [Signature]
_____ Vice President

Attest:

Nancy L. Gillson
_____ Assistant Secretary

(SEAL)

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CLERK OF STATE
TALLAHASSEE
FLORIDA