

F98000001287

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Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092

City State Zip Phone

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-03/06/98--01050--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Elliott Magnetek Power Systems, Inc.

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**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. Elliott MagneTek Power Systems, Inc.  
(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. 52-2068624  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/4/97 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.))
7. 669 Natchez Trace Drive  
Lexington, Tennessee 38351  
(Current mailing address)
8. Any lawful purpose  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state Florida)
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:

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*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  
Lisa K. Pastor  
(Registered agent's signature) (Officer)  
Lisa K. Pastor, Asst. Sec.  
(Type Name and Title of Officer)

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: Paul R. Smiy c/o Elliott Company

Address: 901 North Fourth Street

Jeannette, Pennsylvania 15644-1473

Director  
~~Vice Chairman:~~ Douglas R. Burnham c/o Elliott Energy Systems, Inc.

Address: 2901 S.E. Monroe Street

Stuart, Florida 34997

Director: John J. Lapina c/o Elliott Company

Address: 901 North Fourth Street

Jeannette, Pennsylvania 15644-1473

Director: Brian Dundon c/o MagneTek

Address: 1145 Corporate Lake Drive

St. Louis, Missouri 63132-1716

B. OFFICERS  
Director: Richard G. Greece c/o Elliott Energy Systems, Inc.  
2901 S.E. Monroe Street  
Stuart, Florida 34997

President: Douglas R. Burnham c/o Elliott Energy Systems, Inc.

Address: 2901 S.E. Monroe Street

Stuart, Florida 34997

Vice President: Richard G. Greece c/o Elliott Energy Systems, Inc.

Address: 2901 S.E. Monroe Street

Stuart, Florida 34997

Secretary: Klaus P. Fischer c/o Elliott Company

Address: 901 North Fourth Street

Jeannette, Pennsylvania 15644-1473

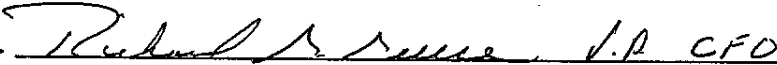
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Treasurer: John N. Brenzia c/o Elliott Company

Address: 901 North Fourth Street

Jeannette, Pennsylvania 15644-1473

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

13.  V.P. CFO  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RICHARD G. Greece, Vice President and Chief Financial Officer  
(Typed or printed name and capacity of person signing application)

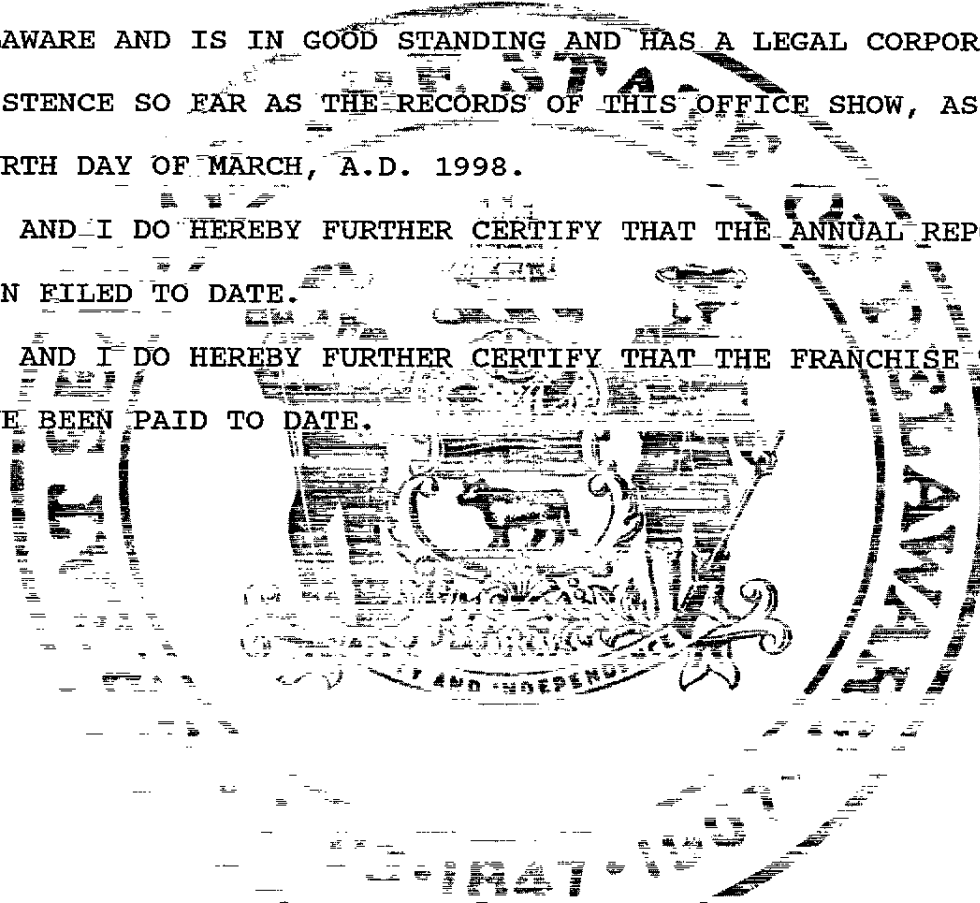
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State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELLIOTT MAGNETEK POWER SYSTEMS, 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 FOURTH DAY OF MARCH, A.D. 1998.

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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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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03-04-98