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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

CORPORATION(S) NAME

600002779166--8

-02/18/99--01046--024

*****70.00 *****70.00

Alstom USA Inc.

600002779166--8

-02/18/99--01046--025

*****8.75 *****8.75

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<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 type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

99 FEB 18 PM 12:09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name _____ 02/18/99
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Verifier _____
Acknowledgement _____
W.P. Verifier _____

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

3. 13-3201593
(FEI number, if applicable)

4. December 2, 1983
(Date of incorporation)

5. Perpetual
(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 817.156, F.S.))

7. 4 Skyline Drive, Hawthorne, New York 10532-2160
(Current mailing address)

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8. See attached purpose clause
(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: 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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. Tracey J. Smith, Secretary

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
ALSTOM USA Inc.**

Provide systems, components and customer support in the fields of power generation, transmission and distribution and transport as well as provide industrial and marine equipment.

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DIVISION OF CORPORATIONS
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OFFICERS OF ALSTOM USA Inc.

Name	Address	Name	Address
Paul J. Jancek, President	4 Duncan Road HoHoKus, NJ 07423	Charles G. Drago, Assistant Secretary and Assistant Treasurer	6019 Cunningham Road Gibsonia, PA 15044
Tracy J. Smith, Vice President, Secretary and Treasurer	21 Fullmar Lane Norwalk, CT 06850	Georges F. Montillet, Deputy General Manager	211 McBride Road Canonsburg, PA 15317
John Coonan, Assistant Secretary and Assistant Treasurer	18 Old Farms Hill Road Newtown, CT 06470	A. Tyler Schilling, Vice President and General Manager	22474 County Road 100A Woodland, CA 95695
Alfred R. Brady, Vice President and General Manager	840 Tally Ho Lane Chester Springs, PA 19425	Wesley D. Gerriets, Assistant Secretary	2229 Shenandoah Place Davis, CA 95616
Jorge A. Camacho, Vice President	7055 Debreceen Square Bethlehem, PA 18017	Leonel Sarrico, Assistant Treasurer	5249 Springridge Way Suisun City, CA 94583
John J. Price, Assistant Secretary and Assistant Treasurer	235 Irwin Street Phillipsburg, NJ 08865	Joseph J. Hiteshue, Vice President and General Manager	8600 Peyton Randolph Charlotte, NC 28277
Richard Sawyer, Vice President and General Manager	2475 Terri Drive Medford, OR 97504	Michael F. Zimmer, Assistant Secretary and Assistant Treasurer	411 Jefferson Drive Charlotte, NC 28229
Bruce DeLine, Assistant Secretary and Assistant Treasurer	1664 Thrasher Lane Medford, OR 97504	James A. McNally, Vice President Sales	3404 Mintwood Drive Charlotte, NC 28229
Michael D. Kangas, General Manager	Route 4, Box 274 Edgewood Drive Washington, PA 15301	Jesse C. Ford, Vice President Engineering	8033 Windjammer Drive Tega Cay, SC 29715

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DIVISION OF CORPORATE AFFAIRS

BOARD OF DIRECTORS OF ALSTOM USA Inc.

Name	Address	Name	Address
Paul J. Jancek	4 Duncan Road HoHoKus, NJ 07423	Etienne De	c/o 38, avenue Kléber 75795 Paris Cedex 16 FRANCE
Tracey J. Smith	21 Fullmar Lane Norwalk, CT 06850	Lucien Fischer	c/o 38, avenue Kléber 75795 Paris Cedex 16 FRANCE
Bertrand Ver de Saint Julien	c/o 38, avenue Kléber 75795 Paris Cedex 16 FRANCE		

State of Delaware
Office of the Secretary of State

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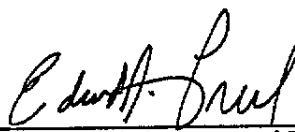
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALSTOM USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF FEBRUARY, A.D. 1999.

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
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Edward J. Freel, Secretary of State

AUTHENTICATION:

2022421 8300

DATE:

9550687

02-01-99