

ALSTOM

F99000000933

May 17, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600005574176--7
-05/20/02-01041-011
*****35.00 *****35.00

Dear Sir or Madam:

Attached please find the completed Profit Corporation Application for Authorization to Transact Business in Florida Form changing the corporation name of ALSTOM USA Inc. to ALSTOM T&D Inc.

If you have any questions, please contact me at (860) 285-4543.

Sincerely,



Linda Lord
Executive Assistant
2000 Day Hill Road
Windsor, CT 06095

FILED
02 MAY 20 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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N/C

T BROWN MAY 23 2002

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. ALSTOM USA Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. February 18, 1999
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/9/01

5. ALSTOM T&D Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Charles J. Schad
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Charles J. Schad
(Typed or printed name)

May 17, 2002
(Date)

Treasurer
(Title)

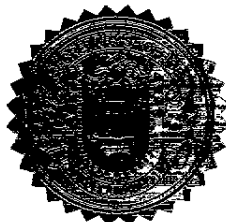
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALSTOM USA INC.", CHANGING ITS NAME FROM "ALSTOM USA INC." TO "ALSTOM T&D INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2001, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2022421 8100

AUTHENTICATION: 1767008

020295179

DATE: 05-08-02

NOV-09-2001 09:09

C.T. CORP. SYSTEM

21:25:00
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 11/09/2001
010566895 - 2022421

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ALSTOM USA INC.

ALSTOM USA Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

FIRST: The name of the corporation is **ALSTOM USA Inc.**

SECOND: The original Certificate of Incorporation was filed in the Office of the Secretary of State of Delaware on December 2, 1983.

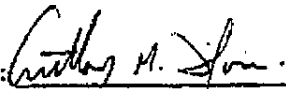
THIRD: This certificate amends the Certificate of Incorporation so that Article FIRST thereof, as amended, shall read in its entirety as follows:

"FIRST: The name of the Corporation is **ALSTOM T&D Inc.**"

FOURTH: The amendment set forth above has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, **ALSTOM USA Inc.** has caused this certificate to be signed by Anthony M. D'Iorio, as Vice President of the corporation named herein above, on the 31st day of October, 2001.

ALSTOM USA Inc.

By: 

Anthony M. D'Iorio
Vice President