

Document Number

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

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-09/15/99--01023--024
*****70.00 *****70.00

CORPORATION(S) NAME

USFilter Transport, Inc.

<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 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		

Name _____ 09/15/99
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

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99 SEP 15 AM 11:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

WV
9/15/99

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:

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CORPORATIONS

1. USFilter Transport, 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. 33-0730190

(FEI number, if applicable)

4. November 6, 1996

(Date of incorporation)

5. Perpetual

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

6. Upon filing

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 40004 Cook St., Palm Desert, California 92211

(Current mailing address)

8. Vehicle Holding Company

(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

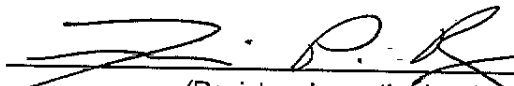
Plantation, Florida, 33324

(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



(Registered agent's signature) (Officer)

Francis P. Regan
Assistant Secretary

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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: Kevin L. Spence

Address: 40004 Cook St.

Palm Desert, California 92211

Vice Chairman: _____

Address: _____

Director: Stephen P. Stanczak

Address: 40004
4004 Cook St.

Palm Desert, California 92211

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

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.

Amy Gossin

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

14.

Amy G. Gossin, Asst. Secretary

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

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

**Officers of
USFilter Transport, Inc.**

1. Kevin L. Spence, President
40004 Cook St.
Palm Desert, California 92211
2. Stephen P. Stanczak, V.P. and Secretary
40004 ~~4004~~ Cook St.
Palm Desert,, California 92211
3. Joy M. Gaetano, VP Human Resources
40004 Cook St.
Palm Desert, California 92211
4. Frederick W. Noble, Jr., VP Real Estate
40004 Cook St.
Palm Desert, California 92211
5. James W. Dierker, VP, Controller & Treasurer
40004 Cook St.
Palm Desert, California 92211
6. Brett J. Quigley, Vice President
1657 Commerce Drive, Suite 10B
South Bend, Indiana 46628
7. Katherine M. Drewek, Assistant Secretary
1901 S. Prairie Ave.
Waukesha, Wisconsin 53189
8. Elizabeth L. Olivier, Asst. Secretary
40004 ~~4004~~ Cook St.
Palm Desert, California 92211
9. Amy G. Gossin, ~~OFFICER. TITLE~~ Asst. Secretary
40004 ~~4004~~ Cook St.
Palm Desert, California 92211
10. Samuel J. Barton, Assistant Treasurer
40004 Cook St.
Palm Desert, California 92211
11. Lisabeth W. Huddleston, Asst. Treasurer
10 Technology Drive
Lowell, Massachusetts 01851
12. Duane R. Huennekens, Asst. Treasurer
40004 Cook St.

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Flor
Palm Desert, California 92211

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State of Delaware
Office of the Secretary of State

PAGE 1


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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USFILTER TRANSPORT, 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 THIRTEENTH DAY OF SEPTEMBER, 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.




Edward J. Freel, Secretary of State

2680991 8300

AUTHENTICATION:

9966739

991381312

DATE:

09-13-99