

M98000001152

Document Number Only

C T Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301
City State Zip Phone

CORPORATION(S) NAME

800002659038-2
-10/08/98-01047-007
*****52.50 *****52.50

800002659038-2
-10/08/98-01047-008
*****250.00 *****250.00

Siemens Power Transmission & Distribution, LLC

800002659038-2
-10/08/98-01047-009
*****35.00 *****35.00

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <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 | | |

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10/8/97

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IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

Delaware (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

(Duration: Y ear limited liability company will cease to exist or "perpetual")

1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)

(Street address of principal office)

CY System

Directors, Officers Report

Siemens Power Transmission & Distribution, LLC

MANAGERS

Uriel J. Sharef
Primary Address: **Managing BoD Member - Chairman**
Siemens Aktiengesellschaft
Group President
Paul-Gossen Strasse 100
91052, ERLANGEN GERMANY

Albert Hoser
Primary Address: **Managing BoD Member**
Siemens Corporation
1301 Ave. of Americas - 44th Fl.
New York, NY 10019 USA

Thomas J Malott
Primary Address: **Managing BoD Member**
3333 Old Milton Parkway
Alpharetta GA 30005

Klaus Voges
Primary Address: **Managing BoD Member**
Siemens Aktiengesellschaft
Group Vice President-EV
Paul-Gossen-Strasse
D-91052, ERLANGEN GERMANY

OFFICERS

Margaret R Buker
Primary Address: **Secretary**
3333 Old Milton Parkway
Alpharetta, GA 30005

Gerard S. Welch
Primary Address: **Assistant Secretary**
Siemens Energy & Automation
3333 Old Milton Parkway
Alpharetta, GA 30005

Jan J. van Dokkum
Primary Address: **President & CEO**
Siemens Power Transmission & Distribution, LLC
7000 Siemens Road
Wendell, NC 27591 USA

Uwe Torsten Wetzel
Primary Address: **Senior Vice President & CFO**
Siemens Power Transmission & Distribution, LLC
7000 Siemens Road
Wendell, NC 27591

Harry Hamilton
Primary Address: **Vice President, Human Resources**
Siemens Nixdorf Information Systems, Inc.
7000 Siemens Road
Wendell, NC 27591

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Siemens Power Transmission & Distribution, LLC

Kenneth Harris

Primary
Address:

Vice President & Treasurer

Siemens Power Transmission & Distribution, LLC
7000 Siemens Road
P.O. Box 29503
Wendell, NC 27591

T. Leyshock

Primary
Address:

Vice President, Sales & Marketing

Siemens Power Transmission & Distribution, LLC
7000 Siemens Road
Wendell, NC 27591

Gordon van Welie

Primary
Address:

Vice President, Power Systems Control

Siemens Power Transmission & Distribution, LLC
7000 Siemens Road
Wendell, NC 27591

Llewellyn P. Young

Primary
Address:

Assistant Secretary (Tax Purposes)

1301 Avenue of the Americas
Tax Department - 43rd Floor
New York, NY 10019 USA

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of Siemens Power
Transmission & Distribution, LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 0.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 0.00 .
(This total includes amounts from 2 and 3 above.)

Margaret R. Buker - Secretary
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Margaret R. Buker
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the limited liability company is: Siemens Power Transmission &
Distribution, LLC

2. The name and address of the registered agent and office is:

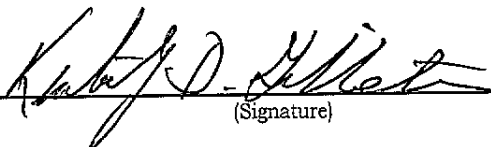
C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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


(Signature)

10-1-98
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIEMENS POWER TRANSMISSION & DISTRIBUTION, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

2732004 8300

981381264

AUTHENTICATION:

9333431

DATE:

10-01-98