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Apr 22 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P24695 (9)
1. Corporation Name
FOSTER WHEELER PYROPOWER, INC.

Principal Place of Business
8925 REHCO RD.
SAN DIEGO CA 92121-3269

Mailing Address
8925 REHCO RD.
CLINTON NJ 08121-3269
US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/06/1989		3a. Date of Last Report 07/09/1996	
21 Suite, Apt. #, etc.		26 <i>cb Tax Dept. Perryville Corporate Park</i>		4. FEI Number 95-3565932		Applied For Not Applicable	
22 City & State		27 <i>Clinton, NJ</i>		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fees Required	
23 Zip		28 <i>08809</i>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 <i>USA</i>		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO	1.1 TITLE	
NAME	BELL, DENIS J.	1.2 NAME	
STREET ADDRESS	8925 REHCO RD.	1.3 STREET ADDRESS	
CITY - ST - ZIP	SAN DIEGO CA	1.4 CITY - ST - ZIP	
TITLE	T	2.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SENTZ, DENNIS, NANCY	2.2 NAME	Kohonen, Kari I.
STREET ADDRESS	8925 REHCO ROAD	2.3 STREET ADDRESS	Perryville Corporate Park
CITY - ST - ZIP	SAN DIEGO CA	2.4 CITY - ST - ZIP	Clinton, NJ 08809-4000
TITLE	S	3.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LESTKY, JOSEPH A.	3.2 NAME	Fries-Gardner, Lisa Marie
STREET ADDRESS	8925 REHCO ROAD	3.3 STREET ADDRESS	Perryville Corporate Park
CITY - ST - ZIP	SAN DIEGO CA	3.4 CITY - ST - ZIP	Clinton, NJ 08809-4000
TITLE	AS	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GILDRED, JULIE A.	4.2 NAME	
STREET ADDRESS	8925 REHCO RD	4.3 STREET ADDRESS	
CITY - ST - ZIP	SAN DIEGO CA	4.4 CITY - ST - ZIP	
TITLE	AS	5.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FEJER, NANCY	5.2 NAME	Doyle, John A., Jr.
STREET ADDRESS	8925 REHCO	5.3 STREET ADDRESS	Perryville Corporate Park
CITY - ST - ZIP	SAN DIEGO CA 92121-3269	5.4 CITY - ST - ZIP	Clinton, NJ 08809-4000
TITLE	AS	6.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LAPANN, J. ROBERT	6.2 NAME	Engstrom, Folke
STREET ADDRESS	451 GLEN STREET	6.3 STREET ADDRESS	12 Peach Tree Hill Rd.
CITY - ST - ZIP	GLENS FALLS NY 12801	6.4 CITY - ST - ZIP	Livingston, NJ 07039

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 199.07(3)(d), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

Denise J. Bell
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

1/29/97 (619) 458-3086

CR2E034 (9/96)

FOSTER WHEELER PYROPOWER, INC.

Perryville Corporate Park, Clinton, NJ 08809-4000

FEI #: 95-3565932

OFFICERS

Denis J. Bell
President & Ceo
8925 Rehco Rd.
San Diego, CA 92121

Folke Engstrom
Vice President
8925 Rehco Rd.
San Diego, CA 92121

Kari Kohonen
Treasurer
Perryville Corporate Park
Clinton, NJ 08809

Lisa Fries-Gardner
Secretary
Perryville Corporate Park
Clinton, NJ 08809

Anthony Scerbo
Assistant Treasurer
Perryville Corporate Park
Clinton, NJ 08809

John A. Doyle
Assistant Secretary
Perryville Corporate Park
Clinton, NJ 08809

Julie Gildred
Assistant Secretary
8925 Rehco Rd.
San Diego, CA 92121

DIRECTORS

Denis J. Bell
Director
8925 Rehco Rd.
San Diego, CA 92121

William H. Jones
Director
Perryville Corporate Park
Clinton, NJ 08809

Wes L. Steiner
Director
Perryville Corporate Park
Clinton, NJ 08809

Eric Oakes
Director
Perryville Corporate Park
Clinton, NJ 08809

George Moken
Director
Perryville Corporate Park
Clinton, NJ 08809