

Document Number Only
F980000007036

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

600002723276-2
-12/28/98-01071-006
*****70.00 *****70.00

Caterpillar Power Systems Inc.

98 DEC 28 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
12/28

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merge
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other UCC-1 / UCC-3
- Reinstatement
- Reservation
- Change of R.A.
- Limited Liability Partnership
- Fictitious Name
- Certified Copy
- Photo Copies
- CUS
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/28

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS
CONNIE

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. Caterpillar Power Systems 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 3. 37-1349189
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/13/95 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/01/99
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.))
7. 100 Northeast Adams Street
Peoria, IL 61629
(Current mailing address)

FILED
98 DEC 28 PM 2:33
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

8. Please see attached
(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: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: C T CORPORATION SYSTEM
- Office Address: 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.

Anne E. Diamond, Asst Secy.
C T CORPORATION SYSTEM
(Registered agent's signature) Anne E. Diamond, Asst. Secy.

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Please see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Please see attached

Address: _____

Vice President: _____

Address: _____

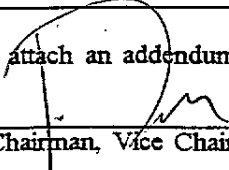
Secretary: _____

Address: _____

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. Jurg O. Zundel, Secretary
(Typed or printed name and capacity of person signing application)

FILED
98 DEC 28 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA

CATERPILLAR POWER SYSTEMS INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 DEC 28 PM 2:33

FILED

8. Purpose of Corporation.

The purpose of the corporation is:

- (a) To manufacture, purchase, or otherwise acquire, own, import, export, lease, sell, transfer or otherwise dispose of, or deal in every kind and character of machinery, equipment, tools, supplies, and products, together with parts and accessories related thereto;
- (b) To buy, or otherwise acquire, own, import, export, lease, sell, transfer or otherwise dispose of, invest, trade and deal in and with, goods, wares and merchandise and real and personal property, tangible or intangible, of every class and description;
- (c) To acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interests therein; and
- (d) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. The Corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

12. Names and addresses of officers and/or directors.

Directors:

H. Kēd Murray, 100 Northeast Adams Street, Peoria, IL 61629
John E. Pfeffer, SBS Tower, 4-10-1, Yoga, Setagaya-ku, Tokyo 158, Japan
Gerald L. Shaheen, 100 Northeast Adams Street, Peoria, IL 61629
Michael P. Unes, SBS Tower, 4-10-1, Yoga, Setagaya-ku, Tokyo 158, Japan

Officers:

Chairman of the Board

Gerald L. Shaheen
100 Northeast Adams Street
Peoria, IL 61629

President

John E. Pfeffer
SBS Tower
4-10-1, Yoga, Setagaya-ku
Tokyo 158, Japan

Vice President and Managing Director

H. Ked Murray
100 Northeast Adams Street
Peoria, IL 61629

Vice President

David B. Thomas
100 Northeast Adams Street
Peoria, IL 61629

Secretary

Jurg O. Zundel
100 Northeast Adams Street
Peoria, IL 61629

Treasurer

James L. Gleich
100 Northeast Adams Street
Peoria, IL 61629

Assistant Treasurer

Robin D. Beran
100 Northeast Adams Street
Peoria, IL 61629

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 DEC 28 PM 2:33

FILED

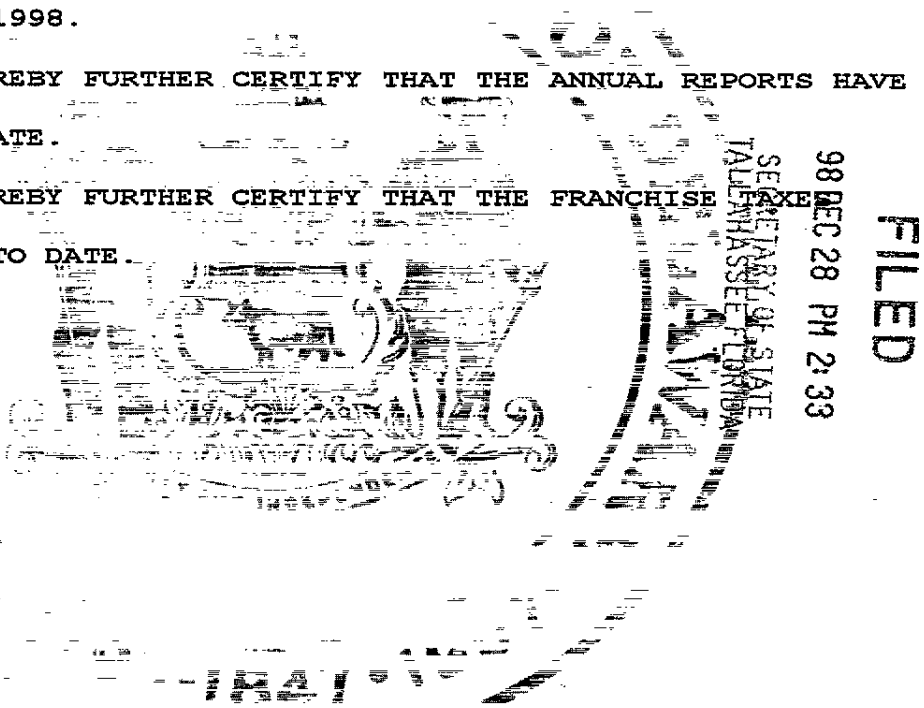
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CATERPILLAR POWER SYSTEMS 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 1998.

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.



98 DEC 28 PM 2:33

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2542183 8300

981495227

AUTHENTICATION: 9479885

DATE: 12-22-98