

CT CORPORATION SYSTEM

F01000002693

CORPORATION(S) NAME

Wartsila North America, Inc.


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FILED
MAY 18 / PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATIONS
MAY 18 AM 11:22
TALLAHASSEE
FLORIDA
SUFFICIENCY OF FILING

- Profit Amendment Merger
- Nonprofit Dissolution/Withdrawal Mark
- Foreign Reinstatement Annual Report Other
- Limited Partnership Name Registration Change of RA
- LLC Fictitious Name UCC
- Certified Copy Photocopies CUS
- Call When Ready Call If Problem After 4:30
- Walk In Will Wait Pick Up
- Mail Out

Name 5/18/01  Order#: 4163807
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 Verifier _____
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BK

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. Wartsila North America, 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. Maryland 3. 52-2274798
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/27/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 201 Defense Highway, Suite 100, Annapolis, MD 21401
(Principal office address)

same
(Current mailing address)

8. Manufacturing
(Purpose(s) of corporation authorized in home state or country to be carried out in 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
(City) (Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

By: Mark Dffenbaur
C T Corporation System
(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Thomas Carbone

Address: 201 Defense Highway, Suite 100

Annapolis, MD 21401

Vice President: William Malacrida

Address: 2900 S.W. 42nd Street

Fort Lauderdale, FL 33312

Secretary: Ralf Lindback

Address: 201 Defense Highway, Suite 100 Annapolis, MD 21401

Treasurer: Olinda Roxbury

Address: 201 Defense Highway, Suite 100 Annapolis, MD 21401

SEE ATTACHMENT

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Olinda A Roxbury
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Olinda A Roxbury, Treasurer
(Typed or printed name and capacity of person signing application)

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Attachment to Florida
 Application By Foreign Corporation for Authorization to Transact Business In Florida
Officers & Directors

- | | |
|----|--|
| 1. | Full Name: Thomas Carbone
Officer/Director: Officer
Officer's Title: President
Business Address: 201 Defense Highway, Suite 100
City: Annapolis
State: MD
ZIP Code: 21401 |
| 2. | Full Name: William Malacrida
Officer/Director: Officer
Officer's Title: Vice President
Business Address: 2900 S.W. 42nd Street
City: Fort Lauderdale
State: FL
ZIP Code: 33312 |
| 3. | Full Name: Ralf Lindback
Officer/Director: Officer
Officer's Title: Secretary
Business Address: 201 Defense Highway, Suite 100
City: Annapolis
State: MD
ZIP Code: 21401 |
| 4. | Full Name: Olinda Roxbury
Officer/Director: Officer
Officer's Title: Treasurer
Business Address: 201 Defense Highway, Suite 100
City: Annapolis
State: MD
ZIP Code: 21401 |
| 5. | Full Name: C.E. Strand
Officer/Director: Director
Business Address: 1 rue de la Fonderie BP 1210 Mulhouse
City: FRANCE
ZIP Code: 68054 |
| 6. | Full Name: Tage Blomberg
Officer/Director: Director
Business Address: Tarhaajantie 2 P.O. Box 252
City: Vaasa, Finland
ZIP Code: 65101 |

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 TALLAHASSEE FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

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TALLAHASSEE, FLORIDA

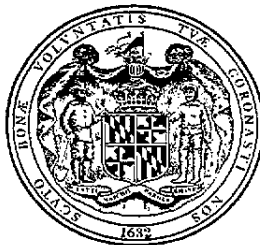
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT WARTSILA NORTH AMERICA, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MAY 16, 2001.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0001237336
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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