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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

May 9, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
03 MAY -9 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5790536 WO
Customer Reference 1: Babcock Power Environment
Customer Reference 2: Babcock Power Environment

Dear Secretary of State, Florida:

Please file the attached:

Babcock Power Environmental Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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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- 1. Babcock Power Environmental 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. 30-0138093 (FEI number, if applicable)
4. 11/21/02 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing (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. 5 Neponset Street, Worcester, MA 01606 (Principal office address)
same (Current mailing address)

8. See Attachment (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/o 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: [Signature] C T Corporation System (Registered agent's signature)

SALVINA AMENTA-GRAY SPECIAL ASSISTANT SECRETARY

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

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
FLORIDA

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

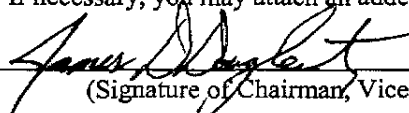
Address: _____

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. James D. Dougherty, President

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

Attachment to Florida

Purpose Clause

To manufacture, design, construct, install, sell, service and market equipment and services for electric utilities, waste-to-energy and industrial customers and to engage in and transact any business or activity related, incidental or contributory to any of the foregoing.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Babcock Power Environmental Inc.

Directors and Corporate Officers

BOARD OF DIRECTORS:

James F. Wood

James D. Dougherty

John B. Zicconi

Anthony Brandano

CORPORATE OFFICERS:

James D. Dougherty	President
James F. Wood	Vice President
James S. Brantl	VP & Secretary
Scott H. Leeman	Asst. Treasurer
Anthony Brandano	VP & Asst. Treasurer
John. B. Zicconi	VP & Treasurer

BUSINESS ADDRESS - All directors and officers:

Babcock Power Environmental Inc.
5 Neponset Street
Worcester, Massachusetts 01606

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STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

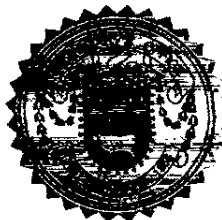
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BABCOCK POWER ENVIRONMENTAL 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 FIRST DAY OF MAY, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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03 MAY -9 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3588654 8300

030283328

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2394797

DATE: 05-01-03