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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

600002734636--4
 --01/08/99--01060--016
 *****70.00 *****70.00

DANFOSS inc

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 DIVISION OF CORPORATION

AL JAN 8 - 1999

**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. Danfoss 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. 58-1734543
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 25, 1987 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 2995 Eastrock Drive, Rockford, Illinois 61109
(Current mailing address)

8. sale of industrial components and equipment
(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:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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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.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: Peter Hansen-Damm

Address: Danfoss A/S

Nordborg, Denmark 6430

Vice Chairman: _____

Address: _____

Director: Jorgen Mads Clausen

Address: Danfoss A/S

Nordborg, Denmark 6430

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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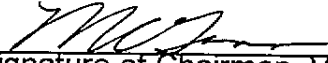
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Treasurer: _____

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. Michael C. Gann, Vice President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Danfoss Inc.**

1. J. Bo Jorgensen, Assistant Company Secretary
Danfoss A/S
Nordborg, Denmark 6430
2. Jorgen Mads Clausen, President
Danfoss A/S
Nordborg, Denmark 6430
3. Michael C. Gann, Vice President, Chief Financial Officer and Secretary
2995 Eastrock Drive
Rockford, Illinois 61109
4. Matthew Ott, Assistant Secretary
2995 Eastrock Drive
Rockford, Illinois 61109
5. Frank Schnell, Assistant Secretary
7941 Corporate Drive
Baltimore, Maryland 21236

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DANFOSS 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 THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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981510513

9498355

12-31-98