

79827

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY OF

ABB POWER DISTRIBUTION INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ABB POWER DISTRIBUTION INC. for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to ABB POWER T&D COMPANY INC. to transact business in this State under the name ABB POWER T&D COMPANY INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: April 16, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl DeWitt

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on November 4, 1985.

19 85, authorizing it to transact business in the State of Idaho under the name of _____

ABB POWER DISTRIBUTION INC.

2. Its corporate name has been changed to ABB POWER T&D COMPANY INC.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____

ABB POWER T&D COMPANY INC.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated January 17, 19 92

By _____

Joseph A. Carey, President
Its President

And _____

John R. Attanasio, Secretary
Its Secretary

STATE OF Pennsylvania)

COUNTY OF Montgomery) ss:

I, Marguerite-Ann R Forbes, a notary public, do hereby certify that on this

17th day of January, 19 92, personally appeared

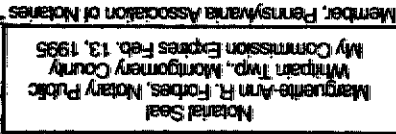
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before me Joseph A. Carey, Jr. , who being by me first duly sworn.

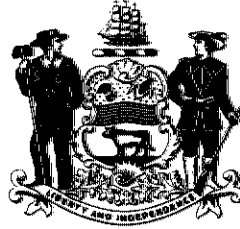
declared that he is the President of ABB POWER T&D COMPANY INC.

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true.

Marguerite Ann R. Forbes
Notary Public



State of Delaware

Apr 16 9 03 AM '92
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF "ABB POWER T & D COMPANY INC." MERGING WITH AND INTO "ABB POWER DISTRIBUTION INC." UNDER THE NAME OF "ABB POWER T&D COMPANY INC." WAS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1991, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION 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 AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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SECRETARY OF STATE

AUTHENTICATION: 3323467

DATE: 02/03/1992