

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

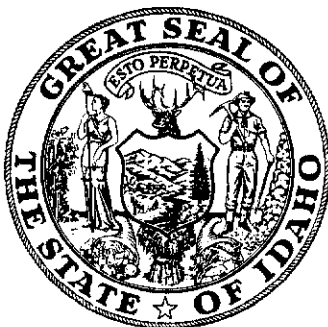
POWERSERVE INTERNATIONAL, INC.

File number C 112200

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of POWERSERVE INTERNATIONAL, INC. for a 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 Certificate of Authority to POWERSERVE INTERNATIONAL, INC. to transact business in this State under the name POWERSERVE INTERNATIONAL, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: September 29, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sibel*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SEP 29 8 59 AM '95

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
9/29/95 9:00:00 AM
Customer # 15948
IVC960016385 16384
CORPORATION SUR CHARGE
1 @ 20.00 = 20.00

- The name of the corporation is Powerserve International, Inc.
- The name which it shall use in Idaho is _____
- It is incorporated under the laws of Delaware
- Its date of incorporation is 6/10/68 and its duration, if other than perpetual, is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is
1209 Orange Street, Wilmington, Delaware 19801
- The address to which correspondence should be addressed, if different than item 5, is
4400 Alafaya Trail, Orlando, Florida 32826
- The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
- The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
- The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 9-19-95

Powerserve International, Inc.

(Corporation name)

By

D. M. Bachy

Its President, Vice President, Secretary or Assistant Secretary
(please specify)

D. M. Bachy

IDAHO SECRETARY OF STATE

Secretary of State use only

9/29/95 9:00:00 AM
Customer # 15948
IVC960016385 16384
CORPORATION PROFIT

1 @ 100.00 = 100.00

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CCAP

DIRECTORS:

A. P. Schuler Director
Primary : WESTINGHOUSE ELECTRIC CORPORATION
Address : 4400 ALAFAYA TRAIL
ORLANDO, FL 32826

R. A. Mikita Assistant Secretary
Primary : WESTINGHOUSE ELECTRIC CORPORATION
Address : 11 STANWIX STREET
PITTSBURGH, PA 15222

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Address : 4400 ALAFAYA TRAIL
 ORLANDO, FL 32826

Primary : WESTINGHOUSE ELECTRIC CORP.
Address : 11 STANWIX STREET
PITTSBURGH, PA 15222

Office of the Secretary of State


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POWERSERVE INTERNATIONAL, 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-FIRST DAY OF SEPTEMBER, A.D. 1995.

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.

SEP 29 9 00 AM '95
SECRETARY OF STATE
STATE OF DELAWARE




Edward J. Freel, Secretary of State

0679823 8300

AUTHENTICATION:

7648179

950215531

DATE:

09-21-95